

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CORE SCIENTIFIC, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 22-90341 (DRJ)

(Jointly Administered)

**SUMMARY COVER SHEET FOR WILLKIE FARR & GALLAGHER LLP'S
FIRST INTERIM FEE APPLICATION FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD JANUARY 9, 2023 THROUGH MARCH 31, 2023**

Name of Applicant:	Willkie Farr & Gallagher LLP ("Willkie")	
Applicant's Role in Case:	Counsel for the Official Committee of Unsecured Creditors (the "Committee")	
Docket No. of Employment Order:	March 10, 2023 [Docket No. 664]	
Interim Application (x) No. <u>1st</u> Final Application ()	Indicate whether this is an interim or final Application. If interim, indicate the number (1 st , 2 nd , 3 rd , etc.)	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded (the "Application Period"):	1/9/2023	3/31/2023
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? Yes		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? Yes		

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? Yes	
Do expense reimbursements represent actual and necessary expenses incurred? Yes	
Compensation Breakdown for Time Period Covered by this Application	
Total professional fees incurred in this Application:	\$2,877,031.50 ²
Total professional hours covered by this Application:	2,018.8
Average hourly rate for professionals:	\$1,425.12
Total paraprofessional fees incurred in this Application:	\$51,551.00
Total paraprofessional hours covered by this Application:	111.6
Average hourly rate for paraprofessionals:	\$461.93
Reduction in fees for time expended relating to time entry review:	(\$15,142.50)
Total fees requested in this Application:	\$2,913,440.00
Total expenses requested in this Application:	\$36,647.65
Total fees and expenses requested in this Application:	\$2,950,087.65
Total fees and expenses awarded in all prior applications:	\$0.00
Plan Status: To date, the Debtors have not yet filed a chapter 11 plan of reorganization.	
<p>Primary Benefits: (Provide a short narrative [less than 100 words] of the most significant benefits your client received from your services during the application period.)</p> <p>Willkie spent time: (i) reviewing and analyzing the Debtors' various first day motions, and negotiating provisions in the proposed orders; (ii) reviewing and analyzing the Debtors' motions to obtain original and replacement debtor-in-possession financing, and negotiating provisions in the proposed orders and related documentation; (iii) reviewing, analyzing, and assisting in the settlement of the motion to appoint an official equity committee; (iv) conducting an investigation of the liens purportedly held by the Debtors' prepetition convertible noteholders; and (v) preparing for and attending weekly meetings with each of the Debtors' professionals, the Committee's professionals, and the Committee.</p>	

² Although this amount includes \$15,142.50 in fees incurred by professionals and paraprofessional reviewing Willkie's monthly time detail, the total fees for which allowance is sought in this Application do not include this amount.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

)
) Chapter 11
)

CORE SCIENTIFIC, INC. *et al.*,¹

) Case No. 22-90341 (DRJ)
)
) (Jointly Administered)
)

Debtors.

**FIRST INTERIM FEE APPLICATION OF WILLKIE FARR & GALLAGHER LLP
FOR COMPENSATION OF SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD JANUARY 9, 2023 THROUGH MARCH 31, 2023**

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSB.USCOURTS.GOV](https://ecf.txsb.uscourts.gov) WITHIN TWENTY-ONE (21) DAYS FROM THE DATE THIS APPLICATION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN RESPONSE THAT IS ACTUALLY RECEIVED BY THE CLERK WITHIN TWENTY-ONE (21) DAYS FROM THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the Official Committee of Unsecured Creditors (the “Committee”), hereby submits its first interim application (the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

“Application”) for allowance of compensation for professional services rendered and reimbursement of out-of-pocket expenses incurred for the period from January 9, 2023 through March 31, 2023 (the “First Interim Period”).

Monthly Fee Statements During the First Interim Period

1. In support of this Application, attached are the following exhibits:

- **Exhibit A** is the *First Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period January 9, 2023 through January 31, 2023* [served March 17, 2023].
- **Exhibit B** is the *Second Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period February 1, 2023 through February 28, 2023* [served April 10, 2023].
- **Exhibit C** is the *Third Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period March 1, 2023 through March 31, 2023* [served April 28, 2023].
- **Exhibit D** is the proposed order.

2. Although every effort has been made to include all fees and expenses incurred during the First Interim Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the First Interim Period. Willkie reserves the right to seek allowance of such fees and expenses in a subsequent fee application. Subsequent fee applications will be filed in accordance with title 11 of the United States Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Bankruptcy Local Rules for the Southern District of Texas, and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541] (the “Interim Compensation Order”).

WHEREFORE, Willkie, as counsel for the Committee, respectfully requests that the Court enter an order: (a) granting it interim allowance in the amount of \$2,913,440.00 as compensation for professional services rendered and \$36,647.65 for reimbursement of out-of-pocket expenses incurred for the First Interim Period; (b) authorizing and directing the Debtors to pay Willkie the remaining outstanding balance of \$582,688.00 not previously paid in accordance with the Interim Compensation Order; and (c) granting such other further relief as this Court deems proper.

Dated: Houston, Texas
June 2, 2023

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

By: /s/ Jennifer J. Hardy
Jennifer J. Hardy (Texas Bar No. 24096068)
600 Travis Street
Houston, Texas 77002
Telephone: 713-510-1700
Facsimile: 713-510-1799
Email: jhardy2@willkie.com

AND

Brett H. Miller (admitted *pro hac vice*)
Todd M. Goren (admitted *pro hac vice*)
James H. Burbage (admitted *pro hac vice*)
787 Seventh Avenue
New York, New York 10019
Telephone: 212-728-8000
Facsimile: 212-728-8111
Email: bmiller@willkie.com
tgoren@willkie.com
jburbage@willkie.com

Counsel for the Official Committee of Unsecured Creditors

CERTIFICATE OF SERVICE

I certify that on June 2, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jennifer J. Hardy

Jennifer J. Hardy

Exhibit A

**First Monthly Fee Statement
for the Period from January 9, 2023 through January 31, 2023**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
CORE SCIENTIFIC, INC. <i>et al.</i> , ¹)	Case No. 22-90341 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF WILLKIE FARR & GALLAGHER LLP'S
FIRST MONTHLY FEE STATEMENT FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD JANUARY 9, 2023 THROUGH JANUARY 31, 2023**

Name of Applicant:	Willkie Farr & Gallagher LLP	
Applicant's Role in Case:	Counsel for the Official Committee of Unsecured Creditors	
Date Retention Order Signed:	March 10, 2023 [Docket No. 664]	
	Beginning of Period:	End of Period:
Time Period Covered by this Statement:	January 9, 2023	January 31, 2023
Summary of Total Fees and Expenses Requested		
Total Fees Requested in this Statement:	\$1,337,676.40 (80% of \$1,672,095.50)	
Total Expenses Requested in this Statement:	\$26,133.45	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Total Fees and Expenses Requested in this Statement (inclusive of 20% holdback):	\$1,698,228.95
Summary of Attorney Fees Requested	
Total attorney fees requested in this Statement:	\$1,639,466.50
Total Actual Attorney Hours Covered by this Statement:	1,095.9
Average Hourly Rate for Attorneys:	\$1,496.00
Summary of Paraprofessional Fees Requested	
Total Paraprofessional Fees Requested in this Statement:	\$32,629.00
Total Actual Paraprofessional Hours Covered by this Statement:	72.4
Average Hourly Rate for Paraprofessionals:	\$450.68

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541], each party receiving notice of the monthly fee statement will have 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

Pursuant to sections 327, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order”) [Docket No. 541], Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby files its *First Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from January 9, 2023 through January 31, 2023* (the “Monthly Fee Statement”).

1. By this Monthly Fee Statement, and pursuant to the Interim Compensation Order, Willkie seeks interim payment of \$1,337,676.40 (80% of \$1,672,095.50) as compensation for professional services rendered to the Committee during the period from January 9, 2023 through January 31, 2023 (the “Fee Period”) and \$26,133.45 for reimbursement of actual and necessary expenses during the Fee Period, for a total of \$1,363,809.85.

2. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie partners, counsel, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Willkie established in accordance with its internal billing

procedures. As reflected in **Exhibit A**, Willkie incurred \$1,672,095.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Willkie seeks reimbursement for 80% of such fees (\$1,337,676.40).

- **Exhibit B** is a schedule providing certain information regarding the Willkie attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Willkie have expended a total of 1,168.3 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Willkie's out-of-pocket expenses.
- **Exhibit D** consists of Willkie's records of fees and expenses incurred during the Fee Period in connection with the rendition of professional services to the Committee.

3. Pursuant to the Interim Compensation Order, any party objecting to the payment of the interim compensation and reimbursement of expenses requested by this Monthly Fee Statement shall, within fourteen (14) days of service of this Monthly Fee Statement, serve via email to Willkie Farr & Gallagher LLP, Attn: Brett H. Miller, Esq., Todd M. Goren, Esq., James H. Burbage, Esq. and Joseph Brandt, Esq. (bmiller@willkie.com; tgoren@willkie.com; jrburbage@willkie.com; and jbrandt@willkie.com), and the following other Fee Notice Parties (as defined in the Interim Compensation Order) a written notice setting forth with reasonable detail the nature of the objection and the amount at issue (the "**Notice of Objection to Monthly Fee Statement**"):

- (a) the Debtors, c/o Core Scientific, Inc., Attn: Todd DuChene, Esq. (tduchene@corescientific.com);
- (b) Counsel for the Debtors, Weil, Gotshal & Manges LLP, Attn: Ray C. Schrock, P.C., Ronit Berkovich, Esq., and Moshe Fink, Esq. (ray.schrock@weil.com; ronit.berkovich@weil.com; and moshe.fink@weil.com);
- (c) the Office of the U.S. Trustee for Region 7, Attn: Jayson Ruff and Alicia Barcomb (jayson.b.ruff@usdoj.gov and alicia.barcomb@usdoj.gov); and

- (d) Counsel for the Ad Hoc Noteholder Group, Paul Hastings LLP, Attn: Kristopher M. Hansen and Sayan Bhattacharyya (krishansen@paulhastings.com and sayanbhattacharyya@paulhastings.com).

4. If a Notice of Objection to Monthly Fee Statement is timely served pursuant to the Interim Compensation Order, the objecting party and Willkie shall attempt to resolve the objection on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Willkie an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses.

5. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Willkie reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent Monthly Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

WHEREFORE, Willkie requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$1,363,809.85, consisting of (a) \$1,337,676.40, which is 80% of Willkie's fees incurred during the Fee Period; and (b) \$26,133.45 for actual and necessary expenses incurred during the Fee Period, and that such fees and expenses be paid as administrative expenses of the Debtors' estates.

Dated: Houston, Texas
March 17, 2023

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

By: /s/ Jennifer J. Hardy
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AND

Brett H. Miller (admitted *pro hac vice*)
Todd M. Goren (admitted *pro hac vice*)
James H. Burbage (admitted *pro hac vice*)
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Facsimile: 212-728-8111
Email: bmiller@willkie.com
tgoren@willkie.com
jburbage@willkie.com

Counsel for the Official Committee of Unsecured Creditors

Certificate of Service

I certify that on March 17, 2023, I caused a copy of the foregoing documents to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jennifer J. Hardy

Jennifer J. Hardy

Exhibit A**Summary of Legal Fees for the Fee Period**

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
002	Asset Disposition	1.2	\$2,460.00
006	Business Operations	10.4	\$18,893.50
007	Case Administration	110.3	\$138,548.00
008	Claims Administration and Objections	11.1	\$14,386.50
011	Employment and Fee Applications	35.3	\$40,033.00
013	Financing & Cash Collateral	694.6	\$1,041,487.00
015	Meetings and Communications w/ Committee	78.1	\$131,230.00
016	Non-Working Travel (billed at 50%)	6.8	\$10,958.00
023	Discovery	171.9	\$207,908.00
025	First and Second Day Motions	31.2	\$43,138.00
029	Other Motions/Applications	15.6	\$21,997.50
030	Schedules and Statements	0.1	\$138.00
032	Willkie Fee Statements and Applications	1.7	\$918.00
Totals		1,168.3	\$1,672,095.50

Exhibit B**Summary of Hours Billed by Willkie Attorneys and Paraprofessionals for the Fee Period**

Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
James C. Dugan	Partner	1994 (NY)	Litigation	\$2,050	36.1	\$74,005.00
Todd M. Goren	Partner	2003 (NY)	Business Reorganization & Restructuring	\$1,875	119.4	\$223,875.00
Jennifer J. Hardy	Partner	2015 (TX)	Business Reorganization & Restructuring	\$1,625	20.0	\$32,500.00
Jeffrey B. Korn	Partner	2001 (NY)	Litigation	\$1,875	44.7	\$83,812.50
Melainie Mansfield	Partner	1995 (CA)	Business Reorganization & Restructuring / Finance	\$1,875	66.3	\$124,312.50
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,050	140.6	\$288,230.00
Craig A. Damast	Counsel	1992 (NY)	Business Reorganization & Restructuring	\$1,380	122.1	\$168,498.00
Michael D. Arena	Associate	2015 (NY)	Finance	\$1,315.00	7.8	\$10,257.00
Joseph Brandt	Associate	2021 (NY)	Business Reorganization & Restructuring	\$1,030	80.1	\$82,503.00
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,315	209.3	\$275,229.50
Lillian Gaines	Associate	2022 (NY)	Litigation	\$680	15.2	\$10,336.00
Ciara A. Sisco	Associate	2018 (NY)	Litigation	\$1,250	82.1	\$102,625.00
Emma L. Spath	Associate	2020 (NY)	Corporate & Financial Services	\$1,125	3.5	\$3,937.50
Brittany M. Wagonheim	Associate	2017 (NY)	Litigation	\$1,315	91.7	\$120,585.50
Elizabeth Wayne	Associate	2022 (IL)	Business Reorganization & Restructuring	\$680	57.0	\$38,760.00
Total for Attorneys					1,095.9	\$1,639,466.50

Paraprofessional Person	Position with the Applicant	Number of Years at Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alison Ambeault	Director, Practice Support	17 years	Business Reorganization & Restructuring	\$540	36.3	\$19,602.00
Monica Jones	Senior Paralegal	11 years	Litigation	\$400	16.5	\$6,600.00
Rashad Razzaaq	LTS Trial Specialist & Analyst	<1 year	Litigation	\$345	1.9	\$655.50
Sean Rosen	LTS Coordinator	<1 year	Litigation	\$355	5.4	\$1,917.00
Rohan Sasso	Paralegal	<1 year	Business Reorganization & Restructuring	\$315	11.3	\$3,559.50
Betty Braverman	Librarian	9 ½ years	Knowledge Management	\$295	1.0	\$295.00
Totals for Paraprofessionals					72.4	\$32,629.00

Total Fees for Fee Period	\$1,672,095.50
20% Fee Holdback for Fee Period	\$334,419.10
80% of Fees Amount for Fee Period	\$1,337,676.40
Expenses for Fee Period	\$26,133.45
TOTAL REQUEST	<u>\$1,363,809.85</u>

Exhibit C**Summary of Expenses for the Fee Period**

Expense Categories	Amount
Local Transportation	\$532.96
Teleconferencing	\$515.19
Working Meals	\$227.64
Other Out of Town Travel	\$336.37
Lodging	\$844.30
Airfare/Train	\$1,671.40
Reproduction	\$3,110.98
Air Freight	\$45.94
Conference Services	\$283.50
Data Acquisition (includes legal research)	\$5,225.73
Transcript Costs	\$13,339.44
Totals:	\$26,133.45

Exhibit D

Fees and Expenses

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22306979
Client/Matter No. 132233.00001
March 16, 2023

FOR PROFESSIONAL SERVICES RENDERED

through January 31, 2023 as set out in the
attached detail

Asset Disposition	\$	2,460.00
Business Operations	\$	18,893.50
Case Administration	\$	138,548.00
Claims Administration and Objections	\$	14,386.50
Employment and Fee Applications	\$	40,033.00
Financing and Cash Collateral	\$	1,041,487.00
Meetings and Communications with Creditors	\$	131,230.00
Non-Working Travel (billed at 50%)	\$	10,958.00
Discovery	\$	207,908.00
First and Second Day Motions	\$	43,138.00
Other Motions/Applications	\$	21,997.50
Schedules and Statements	\$	138.00

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Invoice No. 22306979

Client/Matter No. 132233.00001

Willkie Fee Statements and Applications	\$ 918.00
Disbursements and Other Charges	\$ 26,133.45
Total this Invoice	<u>\$ 1,698,228.95</u>

CHAPTER 11 CASES
 Invoice No. 22306979
 Client/Matter No. 132233.00001

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Asset Disposition

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
1/26/23	B M	Review/analyze the asset purchase letters of intent for the excess properties of the Debtors.	1.20	\$	2,460.00
		Sub-Total	1.20		2,460.00

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
1/10/23	M M	Coordinate with Ducera and Willkie team getting them up to speed on company, creditor issues and business operations overview (4.7); call with P. Mandarino and B. Miller re: same/important case issues background (.8).	5.50	\$	10,312.50
1/11/23	B M	Prepare for (.2) and meet with (1.0) the Debtors to review the business operations and motions filed by the Debtors; review/analyze the available information regarding the Debtors' business operations (.7).	1.90		3,895.00
1/12/23	JHB	Prepare for (.1) and attend call (.5) with Debtors' professionals re: current status of business operations.	0.60		789.00
1/13/23	CAD	Correspondence w/ P. Mandarino (B. Riley) regarding Debtors' self-mining business and hosting clients summary (.1) and review/analyze same (.1).	0.20		276.00
1/18/23	JHB	Review/analyze business related documents in data room (.6) and corr. w/ Willkie team re: same (.3).	0.90		1,183.50
1/21/23	T G	Call w/ Debtors and UCC professionals re updated cash flows/budget (.9); correspondence w/ Willkie team re same (.4).	1.30		2,437.50
		Sub-Total	10.40		18,893.50

Case Administration

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Invoice No. 22306979

Client/Matter No. 132233.00001

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
1/9/23	JHB	Call with internal Willkie team re: various next steps / case administration matters (.5); review/analyze various internal correspondence re: same (.7) corr. w/ client re: same and next steps (.8).	2.00	\$	2,630.00
1/9/23	E W	Review and analyze materials re relationship between Sphere3d and Core (1.3); attend UCC preparatory meeting (.7); attend follow up call with Willkie team and UCC re next steps (.1); attend Willkie team call re next steps (.7); organize and collect materials re financing and first days for J. Burbage, T. Goren, B. Miller, J. Brandt, J. Hardy, and M. Mansfield (2.1).	4.90		3,332.00
1/9/23	A A	Draft notices of appearance and pro hoc motions for B. Miller, T. Goren and J. Burbage (1.1); multiple corr. w/ Willkie team re: immediate action items i/c/w upcoming case deadlines (.8).	1.90		1,026.00
1/9/23	M M	Initial call with UCC members re: hiring of financial advisor, plan for week (.5); internal Willkie corr. re: same and agenda (1.3).	1.80		3,375.00
1/10/23	CAD	Discuss working group list, email contact list, weekly calls, calendaring issues, Committee bylaws, and task list w/ J. Burbage (.3); correspondence w/ J. Burbage, internal working group regarding same (.2); correspondence w/ J. Burbage, internal working group regarding near term action items for Committee (.1) and review/analyze same (.1) and draft of initial task list (.1); discuss preparation of Committee bylaws, comments to first day orders, and case calendar matters w/ J. Brandt (.3); discuss preparation of working group list and internal and Committee meeting agendas w/ E. Wayne (.2); correspondence w/ internal working group regarding agenda for 1/12 Committee meeting (.2); review/analyze letter from Skadden (on behalf of ad hoc group of equityholders) to US Trustee requesting appointment of official equity committee (.3).	1.80		2,484.00

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1/10/23	JHB	Internal Willkie call re: task list (.3); call with C. Damast re: various open work streams (.3); coordinate meeting with Ducera (.3); corr. with A. Ambeault re: various case administration matters (.4).	1.30	1,709.50
1/10/23	A A	File notice of appearance and pro hoc motions (.6); corr. w/ J. Hardy re: same (.1); draft task list (1.2); corr. w/ J. Burbage re: outstanding items for case organization / setup (.3); attend Willkie team call re: action items relating to upcoming deadlines in case (.4).	2.60	1,404.00
1/10/23	E W	Call with J. Burbage, J. Brandt, and R. Sasso re: case tasks (.2); corr. w/ C. Damast re: same (.1); draft agenda for 1/12 Committee meeting (.5)	0.80	544.00
1/11/23	CAD	Discuss case task list (case administration, pleadings, research) w/ internal working group (.7); review/analyze draft of same (.2) and correspondence w/ A. Ambeault regarding same (.2); correspondence w/ internal working group regarding equity committee precedent before Judge Jones (.3); correspondence w/ A. Ambeault regarding case issues and protocols (.2); participate in case kickoff meeting w/ internal working group, Ducera, Weil, and PJT (with focus on DIP and RSA) (1.2); debrief call w/ internal working group, Ducera team regarding same and next steps (.4); discuss tomorrow's Committee meeting w/ A. Ambeault (.1) and C. Sisco (.1); correspondence w/ J. Burbage, internal working group regarding revised agenda for tomorrow's Committee meeting (.3); correspondence w/ J. Brandt, J. Burbage regarding status of draft of Committee bylaws (.2); correspondence w/ internal working group regarding discussions w/ Skadden regarding request for appointment of equity committee (.2).	4.10	5,658.00
1/11/23	T G	Review/analyze letter re request for equity committee.	0.60	1,125.00
1/11/23	A A	Update task list (.2); call w/ Willkie team re: current workstreams, updates to task list (.7); coordinate meetings w/ Ducera, Committee and Debtors (.3); coordinate case filing notifications	1.30	702.00

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		for Willkie team (.1).		
1/11/23	JHB	Attend meeting with Debtors and advisors re: case background.	1.00	1,315.00
1/11/23	JHB	Internal team call re: various case administration work streams (.7); review and analyze equity committee letter (.5); review and provide comments to Committee meeting agenda (.2).	1.40	1,841.00
1/11/23	JBK	Attend kickoff call with debtors professionals (1.1); review letter from counsel to proposed equity committee (.3); confer with T. Goren re Chapter 11 case strategy (.3).	1.70	3,187.50
1/11/23	R S	Prepare key dates calendar.	0.30	94.50
1/11/23	J H	Attend initial meeting w/ Willkie/Ducera re: case strategy, DIP (1.0); initial meeting w/ Debtor/UCC professionals re: strategy, DIP, equity committee (1.0); follow-up call w/ Willkie/Ducera (.5).	2.50	4,062.50
1/11/23	CAD	Correspondence w/ E. Wayne, J. Burbage regarding draft agenda for 1/12 Committee meeting (.1) and review/analyze same (2x) (.2).	0.30	414.00
1/11/23	J B	Participate in call with internal team re: forthcoming work streams (in part) (.5); draft and revise Committee by-laws (1.0); multiple corr. with internal team re same (.3);	1.80	1,854.00
1/11/23	M M	Call with Ducera and Willkie team on case background and strategy (1.1); follow up questions re: same on collateral coverage and asset sale, convertible note terms (4.7); call with Debtors' advisors on case (1.2).	7.00	13,125.00
1/11/23	E W	Participate in internal Willkie team call re task list (.5); update 1.12 Committee meeting agenda and distribute to UCC (.2); attend Willkie/Ducera debrief re advisors call (.3); review and analyze case law re equity committee motions (2.3).	3.30	2,244.00
1/11/23	T G	Call w/ Ducera team re case update, DIP status (.6); call w/ Debtors re same (1.2); follow-up discussion w/ Willkie team re same (.6); revise agenda for UCC call (.3).	2.70	5,062.50
1/12/23	E W	Participate in UCC Meeting re: case status, strategy (.7); update internal Notice of	2.40	1,632.00

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		Appearance tracker (.3); review and analyze case law re equity committees in Jones cases (1.3); draft correspondence to Ducera re debt lease summary (.1).		
1/12/23	CAD	Correspondence w/ E. Wayne regarding equity committee research/precedent (.2) and review/analyze same (.2); review and revise draft of Committee by-laws (2x) (.7); correspondence (.2) and discussions (2x) (.4) w/ J. Brandt regarding same and revisions (.2); correspondence w/ internal working group regarding same and next steps (circulation to Committee and confidentiality provisions to Weil) (.3); meeting w/ Weil, PJT, and Ducera regarding pressing case issues (DIP hearing, adjournment request, informal and formal discovery requests) (.5); review/analyze draft of Ducera financial diligence request list (.2); correspondence w/ K. Patel (Ducera), J. Burbage regarding same and comments (.2).	3.10	4,278.00
1/12/23	J H	Call w/ Debtor/UCC professionals re: case status, DIP, diligence.	0.50	812.50
1/12/23	J B	Review and revise draft Committee by-laws (1.1); corr. with Committee members and internal team re: same (.2).	1.30	1,339.00
1/12/23	M M	Call with Debtor teams and Ducera on case, collateral, asset sales and strategy (.5); follow up w/ Willkie team re: same (.5).	1.00	1,875.00
1/13/23	E W	Attend internal Willkie call re: information privacy (.5); review and analyze case law re: same (.4); draft agenda for call on Monday with Ducera (.2).	1.10	748.00
1/13/23	CAD	Correspondence w/ internal working group, Weil team regarding confidentiality provisions of Committee by-laws (.3); correspondence w/ internal working group regarding entered case management order (.2); correspondence w/ internal working group regarding Committee information sharing and motions/precedent (.4); discuss same w/ J. Brandt (.1).	1.00	1,380.00
1/13/23	T G	Call w/ Willkie team re information sharing motion (.6); review/analyze recent motions re same (.5) and correspondence w/ Willkie team	2.30	4,312.50

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		re next steps (.2); review/analyze draft UCC bylaws (.8); correspondence w/ Weil re UCC confidentiality (.2).		
1/13/23	J H	Coordinate w/ Chambers and team re: DIP hearing adjournment.	0.50	812.50
1/14/23	E W	Draft information sharing motion (1.3); draft working group list for UCC members, Willkie, and Ducera (1.7); organize and collect documents for J. Korn review (.3).	3.30	2,244.00
1/14/23	CAD	Correspondence w/ B. Miller, R. Berkovich (Weil) regarding status of adjournment of 1/23 hearing.	0.20	276.00
1/14/23	JHB	Corr. w/ J. Korn re: case background information.	0.20	263.00
1/14/23	JBK	Review presentation to professionals, Day 1 presentation and DIP objection list.	1.00	1,875.00
1/16/23	CAD	Correspondence w/ E. Wayne regarding draft Committee and Committee professionals roster (.2) and review/analyze same (.2); review and revise agenda for today's internal Willkie meeting (2x) (.4); correspondence w/ E. Wayne, J. Burbage regarding same and comments (.4); correspondence w/ internal working group regarding preparation of agenda for tomorrow's Committee meeting (.2); review and revise same (.2); correspondence w/ internal working group regarding same and comments/revisions (.3); correspondence w/ E. Wayne, Committee members regarding same (.1); correspondence w/ internal working group regarding updates to calendar invites (.2); correspondence w/ internal working group regarding draft of Committee information sharing motion (.2).	2.40	3,312.00
1/16/23	J B	Review and provide comments to draft of Committee's motion to establish information sharing protocols (1.8); corr. with internal team re same (.2)	2.00	2,060.00
1/16/23	M M	Willkie team call re: work streams, DIP, case strategy (1.0); corr. w/ Willkie team re: same (.2); corr. w/ P. Mandarino and B. Miller re: confidentiality issues with B Riley and rest of UCC (.2); review/analyze confidentiality agreement re: disclosure to UCC concerns (.3);	1.90	3,562.50

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1/16/23	E W	corr. w/ Weil re: same (.2). Revise UCC roster (.4); revise internal agenda for 1.16 meeting (.3); revise information sharing motion (.2); draft, revise, and send agenda for 1.17 Committee meeting (.6); locate relevant precedent document (.1); attend UCC professionals meeting re: DIP, case status, case strategy (.9).	2.50	1,700.00
1/17/23	E W	Review and analyze filed pleading re amended dates (.2); call w/ J. Goltser (Weil) re draft motion and send summary to Willkie team re same (.1); corr. w/ J. Burbage re: upcoming meetings (.1); update task list (.3); attend Willkie team meeting re: next steps (.4); attend UCC meeting re DIP, updates from communications with Debtors professionals (.5).	1.60	1,088.00
1/17/23	JHB	Correspondence with R. Sasso re: objection deadlines (.1); internal team call re: task list and next steps on open work streams (.5).	0.60	789.00
1/17/23	J B	Update internal task list.	0.60	618.00
1/17/23	J B	Review and revise Committee draft information sharing motion.	0.70	721.00
1/17/23	M M	Review and corr. w/ Weil litigation and Willkie teams re: B. Riley info sharing with UCC members and/or Ducera.	0.30	562.50
1/17/23	CAD	Review and revise draft of Committee information sharing motion (1.4); correspondence w/ J. Brandt, E. Wayne regarding same and comments (.3); correspondence w/ internal working group regarding updated case task list and today's meeting (.2); review/analyze same (.1); correspondence w/ M. Silverman (Pryor Cashman) regarding comments to draft Committee by-laws (.1) and review/analyze same (.1); discuss same w/ J. Brandt (.1); correspondence w/ internal working group regarding calendaring matters and agendas (.2); telephone conference w/ Willkie team regarding case task list and comments/revisions and calendar/agenda issues/updates) (.5).	3.00	4,140.00

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1/18/23	CAD	Correspondence w/ internal working group regarding 1/23 scheduled second day hearing and agenda/calendar matters.	0.20	276.00
1/18/23	CAD	Review and revise agenda for tomorrow's Committee meeting (.2); correspondence w/ E. Wayne regarding same and comments/revisions (.2); discuss same w/ B. Miller and T. Goren (.1); correspondence w/ K. Patel (Ducera), internal working group regarding financial due diligence list sent to PJT (.1); various correspondence w/ internal working group regarding Rule 2019 statement filed by ad hoc group of convertible noteholders (.4).	1.00	1,380.00
1/18/23	T G	Review and analyze AHG 2019 statement (.3) and correspondence w/ Willkie/Ducera teams re same (.2); review/analyze Debtor comments to UCC confidentiality provisions (.4).	0.90	1,687.50
1/18/23	J B	Revise information sharing motion (.6) and multiple corr with internal team re same (.3); participate in call with Ducera and Willkie teams re case updates (.8); revise draft confidentiality provisions in Committee by-laws (.4).	2.10	2,163.00
1/18/23	E W	Draft agenda for 1.19 UCC meeting.	0.60	408.00
1/18/23	JHB	Review/analyze 2019 statement filing and coordinate holdings chart with R. Sasso (.5); attend call with Ducera discussing various open case issues (.7); review/analyze Weil comments to bylaws and provide J. Brandt with comments re: same (.7); coordinate distribution of Committee call agenda (.1); call with M. Fink (Weil) re: second day hearing logistics and open objections (.4).	2.40	3,156.00
1/19/23	CAD	Review/analyze Weil comments to confidentiality provisions of Committee by-laws (2x) (.5); discuss same and revisions w/ J. Burbage, J. Brandt (2x) (.5); correspondence w/ T. Goren regarding same (.1); correspondence w/ J. Brandt, A. Crabtree (Weil) regarding same (.3); correspondence w/ internal working group regarding analysis of Rule 2019 statement filed by ad hoc group and respective notes and DIP	1.80	2,484.00

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		holdings (.3); correspondence w/ K. Patel (Ducera), internal working group regarding PJT responses to diligence requests (.1).		
1/19/23	T G	Review/analyze Debtors' mark-up of confidentiality provisions of bylaws (.3) and proposed further revisions to same (.3).	0.60	1,125.00
1/19/23	JHB	Internal team discussion following Committee meeting regarding next steps (.4); discussion with C. Damast and J. Brandt re: bylaws revisions (.3); call with M. Fink and A. Crabtree (Weil) re: bylaws (.3).	1.00	1,315.00
1/19/23	B B	Research cases before Judge David Jones involving restructuring support agreements.	1.00	295.00
1/19/23	J B	Revise by-laws (1.5) and corr. with Committee and internal team re same (.2).	1.70	1,751.00
1/20/23	CAD	Review and revise draft agenda for 1/23 Willkie internal meeting (.2); correspondence w/ E. Wayne, J. Burbage, J. Brandt regarding same and comments (.2); review/analyze M. Bros first day declaration (1.4); review/analyze current draft of Committee by-laws and Weil comments (.2); correspondence w/ J. Burbage, internal working group regarding same and clearance (.3); correspondence w/ J. Brandt, Committee members regarding same (.1); correspondence w/ J. Burbage, A. Crabtree (Weil) regarding status of 1/23 hearing/agenda (.2); review/analyze agenda for 1/23 hearing (.1).	2.70	3,726.00
1/20/23	JHB	Correspondence re: finalization of bylaws with J. Brandt.	0.50	657.50
1/20/23	M M	Call with P. Mandarino and B. Miller on confidentiality issues with info sharing.	0.40	750.00
1/20/23	E W	Draft agenda for internal Willkie meeting on 1.23.	0.40	272.00
1/20/23	E W	Compile future deadlines into an internal pleadings schedule.	0.30	204.00
1/21/23	E W	Update Notice of Appearance tracker (.2); update Pleadings Schedule with Debtors' Scheef & Stone LLP retention application (.1).	0.30	204.00
1/21/23	CAD	Correspondence w/ A. Ambeault, internal working group regarding 1/23 and 2/1 court hearings and logistics (.3); correspondence w/	0.60	828.00

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		PJT, Ducera teams regarding Debtors' case background/business presentation (.2); correspondence w/ M. Fink (Weil), J. Dugan regarding 1/23 second day hearing (.1).		
1/23/23	T G	Prepare for (.3) and call w/ Ducera and Willkie teams re DIP status, UCC call topics, etc. (.8).	1.10	2,062.50
1/23/23	JHB	Coordinate distribution of bylaws (.1) and agenda in advance of Committee meeting (.1); internal Committee professionals call re: DIP, UCC call agenda, strategy (.8); discussion with T. Goren and B. Miller re: next steps re: DIP final order (.5).	1.50	1,972.50
1/23/23	M M	Participate in UCC professionals' meeting re: DIP, strategy, work streams (.8) and corr. w/ Willkie team re: planning for same (.4).	1.20	2,250.00
1/23/23	J B	Multiple corr. with Committee and internal team re: second day hearing update and Committee by-laws (.6); draft and revise Committee by-laws (.2) and multiple corr. with Debtors and Committee members re same (.3).	1.10	1,133.00
1/23/23	E W	Revise agenda for 1.23 internal meeting (.1); draft, revise, and circulate agenda for 1.24 UCC meeting (.4).	0.50	340.00
1/23/23	CAD	Review/analyze amended agenda for today's second day hearing (.1); review and revise agenda for today's internal Willkie meeting (.2); correspondence w/ E. Wayne, internal working group regarding same (.2); correspondence w/ J. Burbage regarding same and additional agenda items (.1); correspondence w/ J. Brandt, internal working group regarding chapter 11 trustee motion precedent (.1) and review/analyze same (.2); brief review/analysis of Sphere 3D arbitration demand against Debtors (.2); review and revise draft agenda for tomorrow's Committee meeting (.2); correspondence w/ E. Wayne, internal working group regarding same and revisions (.4); correspondence w/ J. Burbage, J. Brandt, Committee members regarding final version of Committee by-laws and execution (.3); participate in call w/ Debtors' professionals (matters discussed -- DIP discovery status; DIP objection/declaration	2.70	3,726.00

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		status; need for comments to draft final DIP order) (.5); correspondence w/ Weil team regarding cancellation of 1/23 second day hearing (.1); correspondence w/ internal working group, Committee members regarding same (.1).		
1/25/23	CAD	Review and revise draft agenda for tomorrow's Committee meeting (.1); correspondence w/ J. Burbage regarding same and comments (.1); correspondence w/ T. Goren, E. Wayne regarding tomorrow's section 341 meeting and attendance (.2).	0.40	552.00
1/25/23	E W	Draft agenda for 1.26 UCC meeting (.1); update Notice of Appearance tracker (.2); review and analyze Bitmain emergency motion (.1).	0.40	272.00
1/26/23	CAD	Correspondence w/ internal working group regarding draft of protective order w/ Debtors (.2); correspondence w/ E. Wayne regarding today's scheduled 341 meeting of creditors and adjournment to 2/9 and summary of meeting (.2).	0.40	552.00
1/26/23	T G	Review/analyze report on 341 meeting.	0.20	375.00
1/27/23	CAD	Correspondence w/ J. Brandt, M. Brooks (Troutman) regarding draft of Committee information sharing motion and comments (.2); review/analyze same (.1); correspondence w/ internal working group regarding same and dissemination to Committee (.2); review and revise draft agenda for 1/30 internal Willkie meeting (.2); correspondence w/ E. Wayne, J. Burbage, J. Brandt regarding same and comments/revisions (.3).	1.00	1,380.00
1/27/23	E W	Draft and edit internal agenda for 1/30 UCC professionals meeting.	0.40	272.00
1/27/23	JHB	Review and provide comments to internal meeting agenda.	0.20	263.00
1/27/23	M M	Attend call with Debtors' and UCC's counsel re: status of open issues.	0.50	937.50
1/27/23	J B	Multiple corr. with Committee members re: comments to information sharing motion (.3); corr. with Ducera team re: Committee information sharing protocol (.2).	0.50	515.00

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1/29/23	CAD	Correspondence w/ E. Wayne regarding agenda for tomorrow's internal Willkie meeting.	0.10	138.00
1/30/23	B M	Call with the US Trustee regarding UCC membership.	0.30	615.00
1/30/23	JHB	Update call with B. Miller re: open work streams (.3); correspondence with E. Wayne re: coordinating Committee meeting (.4).	0.70	920.50
Sub-Total			110.30	138,548.00

Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
1/12/23	ELS	Analyze and create summary chart of key provisions of the existing pre-petition notes	2.00	\$	2,250.00
1/13/23	CAD	Correspondence w/ E. Wayne regarding Debtors' debt (notes) and equipment lease summary (.1) and review/analyze same (.1).	0.20		276.00
1/13/23	ELS	Analyze existing promissory notes regarding claims of 200% repayment amount by the April Noteholders.	0.90		1,012.50
1/18/23	CAD	Correspondence w/ J. Goltser (Weil) regarding Debtors' draft stipulation w/ NYDIG regarding return of NYDIG's machines/collateral in exchange for extinguishment of NYDIG debt in full (.1); review/analyze same (.2); correspondence w/ J. Burbage, internal working group regarding same and Debtors' related lien searches (.3).	0.60		828.00
1/18/23	MDA	Review and analysis of lien search results re: NYDIG ABL LLC collateral stipulation (1.0); preparation of results summaries (.6) and corr. with M. Mansfield, J. Burbage with respect to same (.2).	1.80		2,367.00
1/18/23	ELS	Analyze tax provisions of the existing Note Purchase Agreements.	0.60		675.00
1/18/23	JHB	Coordinate lien perfection search i/c/w NYDIG settlement and review/analyze draft stipulation.	0.60		789.00
1/19/23	CAD	Correspondence w/ M. Arena, internal working group regarding review/analysis of NYDIG lien searches.	0.20		276.00

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1/19/23	MDA	Correspondence with Willkie working group re: results of review and analysis of lien search results in connection with NYDIG ABL LLC collateral stipulation.	0.20	263.00
1/19/23	T G	Review and analyze Sphere arbitration demand.	0.70	1,312.50
1/19/23	JHB	Call with Ducera re: NYDIG stipulation.	0.40	526.00
1/20/23	CAD	Correspondence w/ J. Burbage, K. Patel (Ducera) regarding NYDIG stipulation and issues/discussions w/ PJT.	0.20	276.00
1/20/23	E W	Review / analyze stipulation between Debtors and Tennessee Valley Authority re utilities.	0.20	136.00
1/22/23	B M	Review and comment on the NYDIG settlement with the Debtors.	0.60	1,230.00
1/23/23	CAD	Correspondence w/ K. Patel, internal working group regarding Debtors' stipulation w/ NYDIG.	0.20	276.00
1/24/23	CAD	Correspondence w/ K. Patel (Ducera), internal working group regarding Debtors' proposed stipulation w/ NYDIG (return of miners in exchange for waiver of claim) (.3); correspondence w/ J. Burbage, Weil team regarding same (.1).	0.40	552.00
1/24/23	JHB	Review/analyze draft Bitmain motion (.4) and internal correspondence re: same (.1).	0.50	657.50
1/25/23	CAD	Correspondence w/ J. Burbage, J. Goltser (Weil) regarding status of Debtors' stipulation w/ NYDIG.	0.20	276.00
1/26/23	E W	Attend 341 meeting of creditors (.4); correspondence with Willkie team re same (.2).	0.60	408.00
Sub-Total			11.10	14,386.50

Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
1/10/23	CAD	Review and revise draft of Ducera engagement letter as financial advisor/investment banker to Committee (1.2); correspondence (.2) and discussion (.1) w/ J. Burbage regarding same	1.90	\$	2,622.00

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		and comments/revisions; discuss same and comments w/ T. Goren (.2); correspondence w/ J. Hardy regarding same (.2).		
1/10/23	T G	Review/analyze Ducera engagement letter (.4) and review/analyze comments to same w/ C. Damast and J. Burbage (.3).	0.70	1,312.50
1/10/23	JHB	Attend calls re: investment banker pitches (1.7); discussion with C. Damast re: Ducera engagement letter (.3).	2.00	2,630.00
1/10/23	M M	Call with Committee financial advisor candidates (.5); follow up call with Committee re: same (.5); preliminary call with Ducera (1.0).	2.00	3,750.00
1/11/23	CAD	Correspondence w/ J. Brandt regarding draft of Ducera engagement letter and related research/precedent (.2) and review/analyze same (.1); correspondence w/ Ducera team, J. Brandt regarding comments to Ducera engagement letter (.2).	0.50	690.00
1/11/23	T G	Review and revise updated draft of Ducera engagement letter.	0.30	562.50
1/11/23	J B	Review and provide comments to Ducera draft engagement letter with Committee (2.4); multiple corr. with Ducera and internal team re: same (.3).	2.70	2,781.00
1/11/23	JHB	Review and markup Ducera engagement letter.	2.70	3,550.50
1/12/23	CAD	Correspondence w/ M. Feinberg (Ducera) regarding comments to Ducera engagement letter (.1); review/analyze same (2x) (.4); correspondence w/ J. Brandt, internal working group regarding same and revisions (.2); discuss same w/ T. Goren (.2) and J. Brandt (.2); correspondence w/ J. Brandt, S. Lieberman (Pryor Cashman) regarding same (.1); correspondence w/ A. Ambeault regarding Willkie retention application (.2).	1.40	1,932.00
1/12/23	T G	Review/analyze updated draft of Ducera engagement letter (.3) and correspondence/call w/ J. Brandt re same (.2).	0.50	937.50
1/12/23	J B	Review and revise Ducera draft engagement letter (.4) and corr. with M. Feinberg (Ducera) re: same (.2).	0.60	618.00

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1/13/23	A A	Review/analyze conflicts i/c/w Willkie retention (4.5); corr. w/ J. Burbage re: same (.2).	4.70	2,538.00
1/13/23	JHB	Call with A. Ambeault re: Willkie retention papers.	0.40	526.00
1/13/23	T G	Call w/ A. Ambeault re Willkie retention declaration.	0.30	562.50
1/16/23	CAD	Correspondence w/ J. Mezzatesta (Weil), internal working group regarding draft of ordinary course professionals motion (.2) and review/analyze same (.2);	0.40	552.00
1/17/23	CAD	Correspondence w/ P. Trompeter (Sphere 3D) regarding comments to Ducera engagement letter (.1) and discuss same w/ J. Brandt (.1).	0.20	276.00
1/18/23	CAD	Review/analyze Debtors' motion to employ ordinary course professionals (.2); correspondence w/ A. Ambeault, internal working group regarding same (.1); correspondence w/ J. Brandt, P. Trompeter (Sphere 3D) regarding finalizing Ducera engagement letter (.2); correspondence w/ J. Brandt, M. Feinberg (Ducera) regarding same and execution (.1).	0.60	828.00
1/18/23	J B	Multiple corr. with internal team and UCC re comments to Ducera engagement letter (.5); facilitate execution of same (.2).	0.70	721.00
1/18/23	CAD	Review/analyze debtors' motion to establish interim compensation procedures (.2); correspondence w/ A. Ambeault, internal working group regarding same (.1).	0.30	414.00
1/20/23	E W	Review / analyze Debtors' professionals' retention applications for conflicts of interest.	2.30	1,564.00
1/20/23	CAD	Correspondence w/ P. Trompeter (Sphere 3D), J. Brandt regarding fully-executed Ducera engagement letter.	0.20	276.00
1/21/23	CAD	Correspondence w/ A. Ambeault, internal working group regarding Debtors' application to retain Scheef & Stone as counsel to board.	0.10	138.00
1/24/23	CAD	Correspondence w/ internal working group regarding Debtors' professionals' retention applications.	0.20	276.00
1/25/23	CAD	Correspondence w/ internal working group regarding PJT's retention application.	0.20	276.00
1/25/23	E W	Review and analyze PJT retention application.	0.80	544.00

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1/27/23	A A	Draft Willkie Retention Application.	1.90	1,026.00
1/27/23	R S	Assist w/ research re: Willkie retention application.	0.20	63.00
1/27/23	JHB	Review/analyze PJT Fee Structure (.5) and corr. w/ T. Goren re: same (.4).	0.90	1,183.50
1/28/23	A A	Continue to draft Willkie Retention Application (2.3); review appearances and 2019 statements for potential parties in interest not already reviewed (.7).	3.00	1,620.00
1/30/23	CAD	Discuss status of Willkie and Ducera retention applications w/ A. Ambeault.	0.10	138.00
1/30/23	B M	Review and comment on materials from proposed conflict counsel (.6); prepare memorandum regarding issues for UCC conflict counsel (.4).	1.00	2,050.00
1/31/23	B M	Meeting with J.Brookner regarding UCC conflicts/efficiency counsel position and B.Riley issues.	1.50	3,075.00
Sub-Total			35.30	40,033.00

Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
1/9/23	JHB	Conduct legal/precent research re: DIP Objections.	2.20	\$	2,893.00
1/9/23	T G	Review and analyze DIP motion/order (2.3); call w/ J. Burbage and C. Sisco re same/discovery (.4).	2.70		5,062.50
1/9/23	B M	Review and comment on the DIP financing (2.2) and correspondence with the Debtors and DIP Lenders regarding adjourning the DIP hearing (.6).	2.80		5,740.00
1/10/23	CAD	Correspondence w/ J. Burbage, B. Miller regarding DIP credit agreement and interim DIP order.	0.20		276.00
1/10/23	JHB	Correspondence with T. Goren and J. Brandt re: DIP Financing objection (.8); outline draft DIP objection (2.9); review/analyze sample DIP	5.90		7,758.50

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		objections (2.2).		
1/10/23	T G	Review and analyze DIP Order re additional UCC comments (.8); correspondence w/ Ducera re status/update (.3).	1.10	2,062.50
1/10/23	E W	Draft DIP objection and background section.	1.50	1,020.00
1/10/23	JCD	Review/analyze DIP motion and supporting declarations (.7); analyze arguments against DIP approval (.6).	1.30	2,665.00
1/10/23	JHB	Call with J. Korn re: DIP objection litigation issues.	0.20	263.00
1/10/23	R S	Assist w/ research re: deposition notices (1.2); assist w/ research re: DIP hearing (.7) and organizing documents for attorney review (.4).	2.30	724.50
1/11/23	CAD	Correspondence w/ J. Burbage, T. Goren regarding DIP objection and questions for Ducera (.2); correspondence w/ internal working group regarding final DIP hearing, objection deadline, and possible adjournment request (.2); subsequent correspondence w/ internal working group regarding preparation of motion to adjourn final DIP hearing (.1); discuss same and outline w/ T. Goren and C. Sisco (.2); correspondence w/ B. Miller, Weil team regarding DIP motion and request for adjournment (.1); correspondence w/ B. Miller, Paul Hastings team regarding same (.1).	0.90	1,242.00
1/11/23	E W	Attend Ducera/Willkie call re DIP (1.0); attend UCC/Debtor advisors call re financing (1.1).	2.10	1,428.00
1/11/23	T G	Review/analyze DIP objection points w/ J. Burbage (.8); correspondence w/ Willkie team re motion to adjourn DIP (.4); review/analyze DIP order re potential additional objection points (.6).	1.80	3,375.00
1/11/23	JHB	Review/analyze Interim DIP order (1.6); call w/ Ducera team re: various open issues (.8).	2.40	3,156.00
1/11/23	JHB	Calls with T. Goren and C. Sisco re: motion to adjourn DIP hearing.	0.80	1,052.00
1/11/23	B M	Review and comment on the Debtors' DIP financing motion/order and related RSA with the Ad Hoc Group (3.9); prepare memorandum regarding UCC issues with the DIP financing and RSA (1.2).	5.10	10,455.00

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1/11/23	JCD	Review/analyze DIP motion and supporting documents (1.5); participate in UCC advisors call (1.0).	2.50	5,125.00
1/11/23	CAS	Draft emergency motion to adjourn DIP hearing.	0.90	1,125.00
1/11/23	R S	Assist w/ research re: deposition notices (.8) and motions to adjourn (.4).	1.20	378.00
1/11/23	BMW	Call with J. Dugan re: representation of unsecured creditors' committee (0.2); call with C. Sisco re: Core Scientific's DIP financing (0.3); begin analysis of first day pleadings and first day hearing transcript (0.2); videoconference with debtors' advisors re: DIP objection (1.1).	1.80	2,367.00
1/11/23	M M	Review/analyze Convertible notes docs (.9) and prepare summaries of key issues (.6).	1.50	2,812.50
1/11/23	M M	Review/analyze amendments to DIP docs.	0.70	1,312.50
1/11/23	CAS	Draft memo re: case background/DIP issues (.8); participate in committee advisors call (Ducera and Willkie) re: DIP concerns (.8).	1.60	2,000.00
1/12/23	MDA	Prepare for (0.2) and participate in (0.5) telephone conference with M. Mansfield re: analysis of debtor-in-possession loan agreement; review and analysis of same and other debt documents (3.8) and drafting of issues summary (.7).	5.20	6,838.00
1/12/23	A A	Research i/c/w SDTX DIP Motions and related discovery.	1.10	594.00
1/12/23	JHB	Draft outline of DIP objection facts section (.5) and review/analyze background pleadings re: same (1.6); review/analyze M. Mansfield analysis re: convertible notes (.6) and correspondence w/ Willkie team re: same (.2); review and provide comments to Ducera issues list (.4); review/analyze Interim DIP order (1.5) and various corr. with T. Goren re: issues (.4); draft DIP issues list and incorporate comments from T. Goren (1.3).	6.50	8,547.50
1/12/23	T G	Review/analyze DIP Objection/issues list points w/ J Burbage (.8); call w/ Debtors' advisors re DIP status/next steps (.6).	1.40	2,625.00
1/12/23	B M	Review and comment on the DIP financing and	6.10	12,505.00

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		RSA documents in preparation for a UCC objection (2.7); correspondence with the Debtors and the Ad Hoc Group regarding the UCC issues with the DIP facility (1.4); review and comment on the draft discovery requests to the Debtors and the Ad Hoc Group (1.4); prepare memorandum regarding open DIP issues (.6).		
1/12/23	JCD	Participate in UCC call re: DIP objection (.8); review/analyze DIP motion (.1) and draft discovery for DIP objection (.3).	1.20	2,460.00
1/12/23	JBK	Confer with J. Dugan re case strategy (.4); revise emergency motion to adjourn the DIP hearing (.4).	0.80	1,500.00
1/12/23	CAS	Draft DIP adjournment motion.	2.60	3,250.00
1/12/23	BMW	Attend Willkie unsecured creditors' committee call re: DIP (1.0); call with J. Dugan re: DIP objection (0.2); call with C. Sisco re: DIP objection (0.2); continue analysis of first day pleadings and first day hearing transcript i/c/w DIP objection (2.2); revise draft discovery requests by L. Gaines (1.6).	5.20	6,838.00
1/12/23	CAD	Conduct brief legal research on DIP financing and roll-ups (.5); discuss DIP objection, motion to adjourn, and DIP-related discovery w/ T. Goren (.2); correspondence w/ internal working group regarding draft of motion to adjourn hearing and comments (.4) and review/analyze same (.2); review/analyze DIP issues list (.2); correspondence w/ internal working group regarding same (.2); correspondence w/ E. Wayne, internal working group regarding convertible notes documentation (.1); subsequent correspondence w/ B. Miller, K. Hansen (Paul Hastings) regarding DIP motion, hearing, issues list, and adjournment request (.1).	1.90	2,622.00
1/12/23	M M	Review/analyze DIP credit agreement with M. Arena comments (1.5); review E. Spath summary of 200% payment provisions re: when payable and differences between 2 tranches of notes (.5) and call w/ E. Spath re: questions on	4.30	8,062.50

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		same (.2); corr. w/ Willkie and Ducera teams re: same (.4); corr. w/ J. Burbage and T. Goren re: use of same (.3); call w/ E. Spath on 200% convert note payment and correspondence re: same (.5); draft additional items for DIP Credit Agreement issues list (.5) call w/ M. Arena re: review of DIP loan credit agreement review and background (.4).		
1/13/23	CAD	Review and revise emergency motion to adjourn final DIP hearing and extend Committee's objection deadline (1.5); correspondence w/ internal working group regarding same, comments, and next steps (.6); correspondence w/ internal working group regarding DIP issues list and revisions (.4); correspondence w/ Ducera team regarding same and comments (.2) and review/analyze same (.1); correspondence w/ J. Burbage, Weil and Paul Hastings teams regarding same (.2); discussion (.1) and correspondence (.1) w/ J. Hardy, internal working group regarding discussion w/ chambers regarding adjournment request and next steps; various subsequent correspondence w/ internal working group regarding discussions w/ Weil and consensual adjournment of final DIP hearing and extension of objection deadline (.4).	3.60	4,968.00
1/13/23	MDA	Participate in telephone conference with J. Burbage re: analysis of debtor-in-possession loan agreement (0.1); review and analysis of debt-in-possession loan agreement re: issues summary distribution (0.5).	0.60	789.00
1/13/23	T G	Review and revise DIP issues list (.9) and correspondence w/ J. Burbage re same/DIP objection (.7); correspondence w/ Willkie team re 2x premium provisions/analysis (.8).	2.40	4,500.00
1/13/23	B M	Review and comment on the discovery requests going to the Debtors and the Ad Hoc Group regarding the DIP Financing (.9); review and comment on the DIP issues list for the UCC (1.3); review/analyze the DIP credit agreement and the April and August note agreements (4.2); prepare memorandum regarding issues with the	7.20	14,760.00

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		note agreements (.8).		
1/13/23	JCD	Review and revise DIP objection discovery requests to Debtors and Ad Hoc Group (1.4); correspondence with B. Miller and team on status of negotiations (.6).	2.00	4,100.00
1/13/23	M M	Correspondence w/ Willkie team re: DIP issues list and questions re: same (.9); corr. w/ UCC re: same (.4); call with Willkie team re: strategy (.9); corr. w/ Willkie team re: case strategy/DIP (.6); review/analyze DIP Credit Agreement (1.3); ; call and follow up corr. with Willkie team re: convert provisions on 200% payment (1.2).	5.30	9,937.50
1/13/23	CAS	Revise DIP adjournment motion.	3.20	4,000.00
1/13/23	JHB	Review/analyze first day hearing transcript (1.2); review/analyze various documents (1.3) and begin drafting objection (3.9) to DIP financing motion; coordinate internal finalization of DIP issues list (.6) and calls with M. Mansfield and M. Arena re: same (.3); review/analyze various formal discovery requests (RFPs, deposition notices) and provide comments to B. Waggonheim re: same (1.4); coordinate distribution of DIP issues list (.3) and formal discovery requests (.3); provide comments to C. Sisco on adjournment motion (.3).	9.60	12,624.00
1/15/23	JHB	Draft Committee objection to DIP financing motion.	8.20	10,783.00
1/15/23	J B	Draft and revise Committee's objection to Debtors' motion to approve debtor-in-possession financing (5.8); multiple corr. with internal team re same (.3).	6.10	6,283.00
1/16/23	CAD	Correspondence w/ J. Burbage, internal working group regarding draft of Committee's objection to DIP motion (.1) and review/analyze same (.4).	0.50	690.00
1/16/23	E W	Review and analyze case law re: excessive DIP fees.	1.10	748.00
1/16/23	JHB	Continue to draft objection to DIP financing motion.	6.00	7,890.00
1/16/23	T G	Review/analyze Paul Hastings responses and	0.40	750.00

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1/16/23	JCD	objection to discovery requests. Review/analyze DIP motion and prepping declarations in connection with potential objection (1.5); meeting with UCC Professionals to review DIP negotiation and objection (1.0).	2.50	5,125.00
1/16/23	B M	DIP discussions with the Debtors and the Ad Hoc Group regarding potential modifications to the proposed DIP financing (4.2); prepare memorandum regarding open DIP issues (.7); corr. with the UCC regarding DIP discussions (.4).	5.30	10,865.00
1/16/23	J H	Participate in UCC professionals' meeting re: DIP objection.	1.00	1,625.00
1/16/23	BMW	Correspondence with debtors' counsel re: discovery in connection with potential DIP objection (0.1); correspondence with J. Dugan re: call with ad hoc noteholders' counsel re: same (0.1).	0.20	263.00
1/16/23	CAS	Participate in meeting with committee professionals re: DIP issues (.8); finalize notes from UCC professionals meeting re: DIP issues (.4).	1.20	1,500.00
1/17/23	CAD	Correspondence w/ internal working group regarding DIP issues list and circulation to Committee (.2); meeting w/ internal working group regarding preliminary comments to draft objection to DIP motion (.7); review/analyze Debtors' notice of amended dates and deadlines with respect to DIP motion (.1); review/analyze current DIP issues list (.2); correspondence w/ J. Burbage, Ducera team regarding Committee's DIP objection, Ducera declaration, and research issues (.2); correspondence w/ B. Miller, J. Brandt regarding filed objections to DIP motion and need for summaries (.2).	1.60	2,208.00
1/17/23	T G	Review and revise draft DIP objection (1.4) and review/analyze comments to same w/ J. Burbage (.6); correspondence w/ Willkie team and Ducera re potential Ducera DIP testimony topics (.3); review/revise draft language to AHG re roll-up (.4) and correspondence w/ J. Burbage re same (.2); review/analyze	3.30	6,187.50

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1/17/23	JCD	equipment lessor DIP objections (.4). Conference call with counsel for Ad Hoc group re: DIP objection discovery (.7); conference call with counsel for Debtors re: DIP objection discovery (.8); correspondence with counsel for Debtors re: DIP objection (.5); participate in U.C.C. meeting to discuss DIP objection (1.0); meeting with J. Korn, B. Wagonheim, C. Sisco to discuss DIP litigation (.7).	3.70	7,585.00
1/17/23	B M	Review and comment on the DIP financing documents and the collateral of the April and August notes (2.7); prepare memorandum regarding issues related to the April and August notes (.7).	3.40	6,970.00
1/17/23	JHB	Review/analyze Judge Jones DIP Objection hearing transcripts (.5); correspondence with E. Wayne and J. Brandt re: same (.2); review/analyze convertible notes various security agreements (.7) and correspondence with M. Mansfield re: same (2); review/analyze case law in connection with DIP objection (1.1); revise DIP order language re: roll up recharacterization (1.2) and correspondence with T. Goren re: same (.4); prepare for meet and confers with Debtors and ad hoc group (1.0); meet and confer w/ Weil re: discovery requests (.6); meet and confer with Paul Hastings re: discovery requests (.5); call with Willkie team following discovery calls (.4).	6.80	8,942.00
1/17/23	JHB	Review/analyze filed objections and joinders to DIP Motion.	0.40	526.00
1/17/23	R S	Assist w/ research re: DIP objection.	1.10	346.50
1/17/23	BMW	Prepare for Willkie litigation team call re: DIP discovery (0.2); attend Willkie litigation team call re: same (0.5); prepare for meet and confers with counsel for debtors and ad hoc noteholders (0.4); attend meet and confer with counsel for debtors (0.8); attend meet and confer with ad hoc noteholders' counsel (0.3); continue analysis of substantive first day pleadings and order i/c/w DIP objection (1.7).	3.90	5,128.50
1/17/23	M M	Corr. w/ Willkie team re: DIP terms and	0.50	937.50

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1/17/23	CAS	objections. Participate in call with litigation team (J. Dugan, B. Wagonheim, L. Gaines) re: next steps re: DIP objection (.5); prepare for (.3) and participate in call with debtors re: DIP discovery (.6); prepare for (.2) and participate in call with Ad Hoc Group re: DIP (.5); participate in internal debrief re: calls with debtors and ad hoc group re: DIP objection (.5); finalize notes from DIP discovery calls (4).	3.00	3,750.00
1/18/23	CAD	Correspondence w/ R. Berkovich (Weil), internal working group regarding DIP issues list and tomorrow's call (.2); correspondence w/ J. Burbage, J. Brandt regarding same and additional agenda items (.1); correspondence w/ J. Burbage, R. Sasso regarding Judge Jones DIP credit agreement precedent/research (.2) and review/analyze summary of same (.3).	0.80	1,104.00
1/18/23	E W	Review and analyze caselaw re excessive DIP fees.	2.60	1,768.00
1/18/23	E W	Attend UCC Professionals meeting re DIP objection.	0.80	544.00
1/18/23	T G	Review and revise language to Paul Hastings re roll up (.4); correspondence w/ Willkie team re same (.3); correspondence w/ Weil re call on DIP issues list (.2); call w/ UCC professionals re DIP status/next steps, UCC call (.9) and follow-up discussion w/ Willkie team re same (.3); review/analyze DIP Order re issues list/objection points (.8).	2.90	5,437.50
1/18/23	B M	Review and comment on the DIP Order and related documents (1.3); review and comment on DIP discovery requests the UCC will ask of the Debtors and the DIP Lenders (1.6); prepare memorandum regarding discovery issues for the DIP hearing (.7).	3.60	7,380.00
1/18/23	JBK	Attend UCC professionals meeting to discuss DIP objection.	0.50	937.50
1/18/23	JHB	Review/analyze DIP Credit Agreement provisions (1.6) and corr. (.5) w/ B. Miller and T. Goren re: same; call with Ducera discussing various RSA terms i/c/w declaration in support of DIP objection (.4); review/analyze case law	6.10	8,021.50

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		in support of draft DIP objection (1.3); revise draft DIP objection per T. Goren comments (1.2); corr. w/ Paul Hastings re: roll up provision / discovery settlement (.7); correspondence with Willkie litigation re: same (.4).		
1/18/23	CAS	Participate in call with committee professionals re: DIP issues.	0.60	750.00
1/18/23	BMW	Correspondence from Willkie litigation team concerning dispute with ad hoc noteholder group re: DIP objection (0.4); prepare for UCC advisory teleconference re: same (0.2); attend UCC advisory teleconference re: DIP objection (0.3).	0.90	1,183.50
1/18/23	J B	Review/analyze as-filed objections to DIP motion (1.0) and prepare summary for Committee members re same (3.7).	4.70	4,841.00
1/18/23	M M	Correspondence (.4) and conferences (.4) re strategy for Willkie team re: terms of DIP and DIP objection.	0.80	1,500.00
1/18/23	JHB	Review/analyze equipment financiers DIP objections (.6) and correspondence with J. Brandt re: same (.2).	0.80	1,052.00
1/19/23	CAD	Meeting w/ Weil, PJT, and Paul Hastings team regarding Committee's DIP issues list and potential resolution (.8); debrief meeting w/ internal working group regarding same (.1); correspondence w/ J. Burbage, internal working group regarding DIP credit agreement precedent regarding limitations on asset sales (.2) and review/analyze same (.2).	1.30	1,794.00
1/19/23	E W	Review and analyze caselaw re roll-ups in DIP financing (5.7); attend UCC meeting re: issues with ad hoc group and DIP (.5).	6.20	4,216.00
1/19/23	T G	Review/analyze DIP order and issues list re open points with lenders (1.2); call w/ lenders/Debtors re same (.9); review and revise DIP objection sections (.6); review/analyze research re DIP objection (.8); call w/ lenders re DIP order changes/discovery (.6); follow-up calls w/ J. Korn (.3) and B. Miller (.2) re same.	4.60	8,625.00
1/19/23	JCD	Participate in call with Debtor's counsel to review DIP issues and respond to same (.8);	2.80	5,740.00

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		participate in call with UCC to discuss DIP issues (.8); correspondence with counsel for ad hoc group re: revisions to DIP order (.6); correspondence with counsel for Debtor re: DIP objection discovery (.6).		
1/19/23	B M	DIP negotiations with the Debtors and the DIP Lenders regarding the open points raised by the UCC (4.2); review and discussion regarding the discovery requested by the UCC of the Debtors and the DIP Lenders (2.6); prepare memorandum regarding the open discovery issues (.4) and draft DIP objection (.5).	7.70	15,785.00
1/19/23	JBK	Attend call with Debtors and Ad Hoc to review DIP issues list (.8); attend call w/ Willkie team to discuss potential objections (.4); attend discovery meet and confer with Ad Hoc and confer internally re same (re: DIP objection) (1.0).	2.20	4,125.00
1/19/23	JHB	Review precedent DIP objections for language re: marshaling and fee arguments (.9); prepare for (.5) and attend call with Company and AHG advisors re: DIP issues list (.8); discussion with B. Miller and T. Goren thereafter (.2); revise DIP objection per T. Goren comments (3.4); research marshaling issue and draft DIP objection section re: same (2.2); correspondence with E. Wayne re: various DIP objection research issues (.4); call with AHG counsel re: DIP issues list (.7); draft DIP issues list language re: same (.3).	9.40	12,361.00
1/19/23	R S	Assist w/ research re: DIP orders (.7) and DIP hearings (1.6).	2.30	724.50
1/19/23	J H	Call w/ Willkie, Ducera, PJT, Weil, Paul Hastings re: DIP negotiations (.7); internal follow-up call w/ Willkie team re: DIP (.2); review/analyze UCC DIP objection draft documents (2.2).	3.10	5,037.50
1/19/23	CAS	Participate in call with debtors re: DIP issues list (.8); coordinate with B. Wagonheim on deposition preparation (1.7); review/analyze Judge Jones DIP orders/hearing transcripts (2.6).	5.10	6,375.00
1/19/23	M M	Attend meeting with UCC and advisors re: DIP	2.20	4,125.00

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		objection/negotiations (1.0); attend call with Weil and Willkie to go through issues on DIP (.7); corr. (.2) and calls (.3) with Willkie team re: same.		
1/20/23	CAD	Correspondence w/ E. Gilad (Paul Hasting) regarding proposed revised marshaling and roll up language for DIP order (.2); review/analyze same (.1); correspondence w/ internal working group regarding same (.2); correspondence w/ S. Lancaster (Ducera), internal working group regarding January DIP budget (.3) and review/analyze same (.2); correspondence w/ Ducera, Committee members regarding same (.1).	1.10	1,518.00
1/20/23	T G	Review and revise draft DIP objection (1.4); call w/ J Burbage re same (.5) and call w/ B Miller re same (.4).	2.30	4,312.50
1/20/23	JBK	Confer with B Miller and M Mansfield re DIP objection litigation strategy (.5); review/analyze documents to prepare for 30b6 deposition (.2) and confer with B Wagonheim re same (.3).	1.00	1,875.00
1/20/23	B M	DIP negotiations with the Debtors and the Ad Hoc Group (3.2); review and comment on the UCC DIP objection (1.6); correspondence with the Debtors and Ad Hoc Group regarding the DIP discovery (.6); review and comment on the Ad Hoc Group settlement proposal (.8); prepare memorandum regarding DIP negotiations and open issues for the UCC (.9).	7.10	14,555.00
1/20/23	JHB	Call with T. Goren re: DIP objection changes (.4); finalize roll up settlement with Paul Hastings (.2) and draft correspondence re: same (.2); call w/ B. Wagonheim re: discovery process (.3); review/analyze draft DIP objection (.4) and propose revisions to T. Goren (.2).	1.70	2,235.50
1/20/23	M M	Participate in DIP strategy call with Willkie team (.5); call with B Riley and Willkie teams re: DIP objection and strategy (1.2); corr. w/ Willkie team re: DIP objection (.4); review/analyze DIP objection draft (1.2) and DIP agreement (1.2).	4.50	8,437.50
1/21/23	CAD	Correspondence w/ E. Gilad (Paul Hastings) regarding draft form of final DIP order (.1) and	0.60	828.00

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		review/analyze same (.2) and DIP lenders' responses to Committee DIP issues list (.1) and review/analyze same (.2).		
1/21/23	JBK	Prepare for Rule 30(b)(6) depositions of Debtors (3.5); review and analyze revised DIP budget (.5).	4.00	7,500.00
1/21/23	B M	Review and comment on the DIP discovery provided by the Debtors (1.2); review and comment on the revised roll-up settlement language (.4); prepare memorandum regarding open DIP issues (.5).	2.10	4,305.00
1/21/23	JHB	Revise draft DIP objection.	6.20	8,153.00
1/21/23	J B	Review/analyze final proposed DIP Order (1.8); multiple corr. with internal team and Debtors' counsel re: same (.3).	2.10	2,163.00
1/22/23	CAD	Correspondence w/ J. Burbage, internal working group regarding current draft of Committee's DIP objection (.1) and brief review/analysis of same (.4); correspondence w/ J. Burbage, J. Brandt regarding accompanying sealing motion (.2).	0.70	966.00
1/22/23	JCD	Coordination of document production review and prep of deposition outlines for DIP hearing (.6); review/analyze draft objection and Ducera declaration in connection with DIP objection (.6); correspondence with Debtor's counsel re: discovery re: same (.4).	1.60	3,280.00
1/22/23	T G	Correspondence w/ Willkie team re updated DIP Objection.	0.40	750.00
1/22/23	B M	Review/analyze the DIP objections filed by the equipment lenders (1.3); correspondence with the Debtors regarding the open DIP issues and discovery (.7).	2.00	4,100.00
1/22/23	JBK	Review and provide comments on draft DIP objection and draft Ducera Declaration in support of same.	3.00	5,625.00
1/22/23	JHB	Revise draft DIP objection (4.0) and circulate to team (.1); correspondence with J. Korn, B. Miller, T. Goren and Ducera re: same (.4); begin revising DIP Objection per J. Korn comments (1.0); review/analyze draft Verost declaration (.5); correspondence with B.	6.30	8,284.50

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		Wagonheim and C. Sisco re: document production questions (.3).		
1/22/23	J B	Conduct research re: sealing and DIP financing pleadings (2.6); multiple corr. with internal team re same (.3).	2.90	2,987.00
1/22/23	M M	Corr. w/ Willkie re: DIP hearing prep and resolution of objection issues.	0.30	562.50
1/22/23	M M	Corr. w/ Weil and Willkie teams re: DIP objection (.3); review/analyze DIP objection (.6).	0.90	1,687.50
1/23/23	E W	Attend professionals meeting re DIP objection and discovery (.8); review and analyze caselaw re standard for DIP financing (3.7).	4.50	3,060.00
1/23/23	JCD	Review documents produced by Debtors to prepare for DIP hearing (.6); correspondence and conference with J. Korn re: prep for DIP hearing (.5); call with UCC Professionals re: DIP objection (.6); review/analyze draft DIP objection (.6).	2.30	4,715.00
1/23/23	T G	Review and revise updated draft of DIP Objection (2.4); review and analyze draft Verost declaration (.9); review/analyze updated draft DIP Order from DIP Lenders (1.1); correspondence w/ Willkie team re additional revisions to same (.5); review and revise further updated drafts of same (.7); call w/ Ducera team re DIP Objection/Verost declaration (.9); follow-up calls w/ K. Patel (.1) and J. Burbage (.3) re same; call w/ J. Korn re DIP hearing preparation (.3).	7.20	13,500.00
1/23/23	JBK	Call with Ducera to review draft declaration i/c/w DIP objection (1.0); prepare for deposition of Debtors' 30(b)(6) witnesses (6.5).	7.50	14,062.50
1/23/23	JHB	Revise DIP objection per T. Goren and J. Korn comments (5.6); provide comments to draft supporting Ducera declaration (2.1); various corr. w/ B. Wagonheim and C. Sisco re: discovery issues (.9); discussion with T. Goren and B. Miller re: next steps re: DIP final order (.5); coordinate markup of DIP order with J. Brandt (1.1).	10.20	13,413.00
1/23/23	R S	Compile (.4) and edit (.5) DIP objection-related documents for attorney review	0.90	283.50

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1/23/23	J B	Review and provide comments to proposed final DIP order (3.6); multiple corr. with internal team re: same (.5).	4.10	4,223.00
1/23/23	CAS	Participate in meeting with Willkie and Ducera teams re DIP objection (.8); participate in call with committee professionals re DIP issues (.6); review/analyze DIP discovery production from debtors (3.4); participate in training re: Exhibit Share for DIP depositions (1.0); draft Blokh deposition outline (1.7); prepare deposition materials (3.2); corr. w/ Willkie team re: termination payments/RSA (.4).	11.10	13,875.00
1/23/23	M M	Assist C. Sisco and J. Korn with depo prep on DIP and related document questions (2.3); review/analyze DIP budget re: depo prep (.8).	3.10	5,812.50
1/23/23	CAD	Review/analyze CNOs for final cash management, utilities, and critical vendor orders (.2) and signed orders regarding same (.2); correspondence w/ M. Fink (Weil) regarding same and status of today's hearing (.1); correspondence w/ M. Fink (Weil) regarding proposed draft critical vendor agreement w/ CDW Direct (.1) and review/analyze same (.1); review/analyze current draft of Committee's objection to DIP motion and comments thereto (.5); correspondence w/ internal working group regarding same (.2); correspondence w/ K. Patel (Ducera), Aix/PJT teams regarding Debtors' 13 week budget (.2); discussion w/ internal working group regarding comments to/markup of final DIP order (.5) review and analyze same (.3); various correspondence w/ internal working group regarding same and additional comments (.3).	2.70	3,726.00
1/24/23	CAD	Review/analyze current draft of Committee's objection to DIP motion (.7) and supporting Ducera declaration (.3); correspondence w/ internal working group regarding comments to same (.4); review/analyze Debtors' DIP financing motion (.5); correspondence w/ internal working group regarding bitcoin perfection issues (.3); correspondence w/ J. Burbage, Ducera team regarding Committee's	2.70	3,726.00

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		DIP objection (.2); correspondence w/ J. Burbage regarding same and comments (.1); correspondence w/ internal working group regarding exhibits to same (.2).		
1/24/23	JCD	Attend UCC call and discussion of DIP discovery and litigation with UCC (.7); correspondence with counsel for Debtors re: DIP discovery (.6); discussion and corr. with J. Korn re: DIP discovery and depositions (.4); review/analyze draft DIP Objection in preparation for DIP hearing (.6).	2.30	4,715.00
1/24/23	T G	Review and revise further updated drafts of DIP Objection (1.6) and Verost declaration (.7); discussion w/ Willkie team re DIP status/potential settlements (.6); call w/ A. Verost (Ducera) re DIP status (.2); correspondence w/ Willkie team re: bitcoin mining/collateral question (.3); call w/ M. Mansfield re same/DIP (.1); calls w/ J. Burbage re DIP objection draft/Verost declaration (.4).	3.90	7,312.50
1/24/23	JBK	Review and revise DIP objection (1.5); prepare for Rule 30(b)(6) depositions of Debtors re: same (4.0).	5.50	10,312.50
1/24/23	B M	Preparation for Singh and Blokh DIP depositions (1.4); review and comment on the UCC DIP Objection and Ducera Declaration (3.2); corr. with the Debtors regarding DIP discussions (.6).	5.20	10,660.00
1/24/23	JHB	Provide comments to Ducera declaration in support of DIP objection (1.1); circulate Committee comments to Paul Hastings on final DIP Order (.2); call with B. Wagonheim and C. Sisco re: DIP discovery issues (.8); revise draft DIP objection with T. Goren and J. Korn comments (4.5); coordinate bluebooking of same with w/ R. Sasso (.2); coordinate next steps on finalizing DIP objection with J. Brandt (.2); call with Ducera re: Ducera declaration in support of DIP objection (.4); coordinating motion to seal various exhibits re: same (.8); prepare for Committee meeting re: DIP objection (.2) and attend meeting (.9).	9.20	12,098.00
1/24/23	M M	Corr. with J. Korn on questions for DIP	4.00	7,500.00

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		deposition prep of Singh and Blokh (1.1); review/analyze Ducera declaration and J. Burbage comments (1.2); corr. w/ C. Chernuchin re: perfection of Bitcoin (.2) and conf. w/ C. Chernuchin and J Hardy re: same (.2); participate in calls with P. Mandarino, B. Miller and J. Korn re: competing DIP possibility and strategy for UCC (1.3).		
1/24/23	J B	Draft and revise motion to seal Committee's DIP objection (1.8); conduct research re: Committee objection to certain requests of Original DIP lenders (1.9); review/analyze latest drafts of Committee's DIP pleading and declaration in support (.9); corr. with J. Burbage re same (.2).	4.80	4,944.00
1/25/23	CAD	Review and revise current draft of Committee's objection to DIP motion (2x) (7.7); correspondence w/ internal working group regarding same and comments/revisions (.6); correspondence w/ internal working group, Ducera team regarding DIP objection and supporting declaration (.3); correspondence w/ B. Miller, internal working group regarding potential alternative DIP financing proposals and next steps (.3).	8.90	12,282.00
1/25/23	CAD	Review and revise draft motion to file Committee's objection to DIP motion under seal (.9); correspondence w/ J. Brandt, E. Wayne regarding same and comments (.2).	1.10	1,518.00
1/25/23	E W	Review and analyze caselaw re excessive DIP financing (1.6); draft motion to seal certain parts of the DIP objection (2.0).	3.60	2,448.00
1/25/23	T G	Review and revise updated drafts of DIP Objection (2.7) and Verost declaration (.8); review alternative DIP LOI (.6) and correspondence w/ Willkie team re same (.3).	4.40	8,250.00
1/25/23	B M	Review and comment on the alternative DIP proposals provided to the Debtors (2.3); call with the Debtors regarding the alternative DIP proposals (.6); preparation and attendance at the depositions of Singh and Blokh (6.5); draft memorandum regarding DIP objection and Ducera declaration (.5).	9.90	20,295.00

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1/25/23	A A	Bluebook and cite check Committee DIP objection (1.4); corr. w/ Willkie team re: DIP objection and Verost Declaration (.7).	2.10	1,134.00
1/25/23	JHB	Attend DIP-related deposition of J. Singh (4.4); attend DIP-related deposition of R. Blohk (2.7); revise Committee's objection per depositions and other comments from Ducera and Willkie teams (5.2); review and provide comments to Ducera's declaration in support of Committee's DIP objection (2.0).	14.30	18,804.50
1/25/23	R S	Bluebook DIP Objection.	1.40	441.00
1/25/23	J B	Review and provide comments to draft motion to seal Committee's objection to DIP financing	0.90	927.00
1/25/23	CAS	Follow up with Willkie and Ducera teams re: Singh and Blokh DIP-related depositions (.7); attend DIP-related depositions of John Singh and Rodi Blokh (8.6).	9.30	11,625.00
1/25/23	M M	Attend UCC professionals meeting re: DIP objection (.5); review/analyze revised DIP objection and Ducera declaration (.8); corr. w/ Willkie team re: possible new third party DIPs (.9).	2.20	4,125.00
1/26/23	B M	Review and comment on the alternative DIP proposals (2.1); review and comment on the UCC DIP objection, sealing motion and the Ducera Declaration (4.6); correspondence with the Debtors regarding the DIP objection and next steps (.7).	7.40	15,170.00
1/26/23	A A	Bluebook and cite check revised version of DIP objection (1.1); mult. corr. w/ Willkie team re: filing of objection and declaration (.9); prepare redacted version of DIP Objection (.9); Declaration (.6); prepare unredacted exhibits to DIP objection (1.3); file redacted versions of Objection and Declaration (.8); file unredacted versions of DIP objection and Declaration under seal (.9); file motion to seal i/c/w DIP Objection and Declaration (.4); coordinate service of pleadings (.3).	7.20	3,888.00
1/26/23	CAD	Review and revise current draft of Committee's objection to DIP motion (2x) (2.3); correspondence w/ J. Burbage, internal working	5.10	7,038.00

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		group regarding same and final comments (.5); discuss same w/ B. Miller (.1) and J. Burbage (.1); correspondence w/ B. Miller, internal working group regarding potential alternative DIP proposals (.3); correspondence w/ internal working group, Ducera team regarding current draft of Verost Declaration in support of DIP objection (.2); correspondence w/ A. Ambeault, internal working group regarding DIP motion witness list filing deadline (.1); review/analyze Skadden letter to Weil requesting adjournment of final DIP hearing (.2); correspondence w/ K. Patel (Ducera), internal working group regarding alternative DIP proposals and comparison w/ existing DIP Facility (.1) and review/analyze same (.2); correspondence w/ internal working group regarding exhibits for Committee's DIP objection (.2); various correspondence w/ internal working group regarding final comments to, finalizing, and filing Committee's DIP objection, supporting declaration, and sealing motion (.8).		
1/26/23	JCD	Review/analyze revised objection in preparation for DIP hearing (.8) correspondence with B. Wagonheim and C. Sisco re: exhibit list (.3).	1.10	2,255.00
1/26/23	JHB	Review and provide comments to Ducera declaration per internal Willkie comments and Ducera comments (3.7); revise Committee's objection per internal Willkie comments and Ducera comments (7.4); coordinate finalization of DIP objection-related pleadings with A. Ambeault and Willkie team (1.9).	13.00	17,095.00
1/26/23	JBK	Attend committee update call re: DIP objection (.7) and discuss same with B. Miller (.3).	1.00	1,875.00
1/26/23	CAS	Assist with finalizing DIP objections/exhibits.	2.60	3,250.00
1/26/23	T G	Review and analyze replacement DIP term sheets (1.4); calls w/ Willkie team re same (.3); review and revise various drafts of DIP Objection (4.3) and Verost declaration (.9); call/correspondence w/ Willkie and Ducera re same (.7); correspondence w/ Weil re unredacted DIP pleadings (.2).	7.80	14,625.00

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1/26/23	J H	Review/analyze DIP objection and related documents.	2.50	4,062.50
1/26/23	BMW	Analysis of J. Singh and R. Blokh deposition testimonies re: DIP obligation (1.0); correspondence with Willkie team re: debtors' "sensitivity analysis" (0.3); review of sensitivity analysis produced by debtors (0.4); analysis of draft DIP objection (0.3); correspondence with J. Burbage re: exhibits for DIP objection (0.2).	2.20	2,893.00
1/26/23	J B	Draft and revise motion to seal Committee's DIP objection (3.3); conduct research re same (.9); multiple corr. with internal team re same (.6); coordinate service of unredacted copies of Committee's DIP objection and supporting declarations (.9); multiple corr. with internal team re same (.4).	6.10	6,283.00
1/26/23	CAD	Various correspondence w/ internal working group regarding motion to seal certain portions of Committee's objection to DIP motion (.5); discuss same and revisions to motion w/ J. Brandt (2x) (.4); review and revise same and proposed order (.3).	1.20	1,656.00
1/26/23	M M	Corr. w/ Willkie team re: strategy for alternative DIPs (.5); call with P. Mandarino re: same (.5); consider terms of alternative DIPs and what the UCC would need to support (.8); review and revise DIP objection and Ducera declaration (1.6); corr. w/ Willkie team re: same and strategy (.4).	3.80	7,125.00
1/27/23	CAD	Various correspondence w/ internal working group regarding preparation of exhibit list for 2/1/13 final DIP hearing, requirements, and deadline (.8); correspondence w/ J. Burbage regarding same (.1); review/analysis of same (.2); correspondence w/ R. Berkovich (Weil), internal working group, Ducera team regarding final syndicated amount of DIP Facility (.2); correspondence w/ J. Burbage, Ducera team regarding list of syndicated lenders (.2) and review/analyze same (.1); correspondence w/ internal working group regarding proposed alternative DIP financing proposal (.2); correspondence w/ internal working group	4.70	6,486.00

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		regarding DIP objection status, discussions w/ Debtors, and next steps (.3); review/analyze current drafts/markups of alternative DIP proposals (2x) (.6) correspondence w/ B. Miller, internal working group regarding alternative DIP proposal (.2); correspondence w/ J. Burbage, E. Wayne regarding need for DIP priming lien research (.2); meeting w/ Weil/PJT/internal working group/Ducera regarding status of alternative DIP proposals, strategy, and next steps (.5); correspondence w/ internal working group regarding preparation of Committee's statement in support of alternative DIP financing and outline of same (.2); correspondence w/ J. Burbage regarding same and outline of argument (.2); conduct brief legal research regarding same (.5); correspondence w/ internal working group regarding ad hoc shareholders group objection to Debtors' DIP motion (.2).		
1/27/23	E W	Review and analyze caselaw re cash collateral priming.	1.10	748.00
1/27/23	B M	DIP negotiations with the Debtors and the various proposed lenders (3.7); review and comment on the DIP financing proposals (2.2); draft memorandum regarding the various DIP proposals and steps for approval at the 2/1 hearing (1.4); correspondence with the UCC regarding the DIP negotiations (.8).	8.10	16,605.00
1/27/23	JBK	Attend call with Debtors' advisors re DIP alternatives (.5); review/analyze Ad Hoc Equity Group DIP objections (.4).	0.90	1,687.50
1/27/23	T G	Review and analyze further drafts of alternative DIP term sheets (1.2); call w/ counsel to alternative DIP provider (.3); call w/ Debtors re status of alternative DIP (.6); correspondence w/ Willkie team re statement on alternative DIPs (.4) and follow-up correspondence w/ J. Burbage re same (.3); calls w/ B. Miller (multiple) re status of DIP discussions (.6); correspondence w/ Weil/Ducera re DIP syndication/payoff amounts (.3); review/analyze Ducera analysis of alternative DIPs (.4).	4.10	7,687.50

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1/27/23	A A	Assist w/ preparation of materials for final DIP Hearing (1.4); corr. w/ B. Wagonheim (.3) and J. Burbage (.1) re: same.	1.80	972.00
1/27/23	J H	Coordinate document exhibit issues for DIP hearing.	0.50	812.50
1/27/23	J B	Review/analyze interim DIP order (.7) and corr. with J Burbage (.3) re same; conduct research and review of pleadings re: Committee pleading in support of replacement DIP motion and objection to certain requests of original DIP lenders (2.1).	3.10	3,193.00
1/27/23	CAS	Participate in call with debtors re: new DIP facility (.8); draft witness and exhibit list for DIP hearing (1.4); incorporate feedback on witness and exhibit list (1.1).	3.30	4,125.00
1/27/23	M M	Review/analyze new DIP term sheets (1.2); corr. re: same with Willkie team (.8).	2.00	3,750.00
1/27/23	JHB	Correspondence with B. Wagonheim, A. Ambeault and C. Sisco re: exhibit list issues for DIP hearing (2.3); review/analyze protective order (.9) and draft correspondence to J. Dugan re: same (.3); correspondence with B. Miller and team re: Committee communications following B. Riley DIP (.4); attend call with Weil re: DIP update (.6); review various competing DIP term sheets (1.5); outline and research statement i/s/o Alternative DIP (2.9).	8.90	11,703.50
1/28/23	CAD	Review/analyze current drafts of B. Riley DIP term sheet (2x) (.4); correspondence w/ internal working group regarding same (.2); correspondence w/ internal working group regarding preparation of Committee's statement in support of new DIP proposal (.3) and required research issues (.2); conduct brief legal research regarding same (.4); correspondence w/ B. Miller, internal working group regarding status of Debtors' discussions w/ B. Riley regarding alternative DIP proposal and today's Special Committee meeting (.2); correspondence w/ B. Miller, Committee regarding same (.3); subsequent correspondence w/ P. Trompeter (Sphere 3D), T. Goren, B. Miller regarding same (.3); review/analyze	2.80	3,864.00

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1/28/23	E W	current draft of revised DIP order w/ B. Riley as lender (.3); correspondence w/ T. Goren, internal working group regarding same (.2). Draft background section of statement in support of alternative DIP (3.0); review and analyze caselaw re: objections of junior lienholders (1.1).	4.10	2,788.00
1/28/23	B M	DIP negotiations of the various DIP termsheets and the proposed Interim DIP Order for the replacement DIP with the Debtors and the lenders (4.7); communication with the UCC regarding the DIP negotiations (.9).	5.60	11,480.00
1/28/23	JCD	Review/analyze alternative DIP proposals (.8); telephone conference with T. Goren and B. Miller re: litigation strategy for DIP hearing (.6).	1.40	2,870.00
1/28/23	T G	Call w/ J. Burbage re Replacement DIP statement (.5); review and analyze updated DIP term sheet/commitment letter (.8); call w/ B. Miller re DIP status (.2); call w/ J. Dugan re same (.3); review/analyze draft replacement DIP order (.6); correspondence w/ Weil re same (.2).	2.60	4,875.00
1/28/23	J B	Draft and review Committee's statement in support of DIP and objection to certain requests of DIP lenders (2.5); multiple corr. with internal team re same (.3); multiple corr. with internal team re replacement DIP proposal (.3).	3.10	3,193.00
1/28/23	JHB	Coordinate response to Committee questions re: competing DIP proposals (.8); call with T. Goren re: Committee statement i/s/o Alternative DIP (.5); conduct adequate protection research (2.3) and draft statement in support of Replacement DIP (3.2).	6.80	8,942.00
1/29/23	B M	DIP negotiations re: the various DIP termsheets and the proposed Interim DIP Order for the replacement DIP with the Debtors and the lenders (3.1); corr. with the UCC regarding the DIP negotiations (.5).	3.60	7,380.00
1/29/23	CAD	Correspondence w/ A. Cohen (Weil) regarding current draft of proposed interim DIP order (re: replacement DIP) (.1) and review/revise same (.5); correspondence w/ J. Burbage, T. Goren	2.40	3,312.00

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		regarding same and comments (.2); correspondence w/ K. Patel (Ducera), internal working group regarding presentation regarding comparison of alternative DIP proposals (.2) and review/analyze same (.2); correspondence w/ internal working group regarding deadline for filing exhibits for 2/1 hearing and next steps (.2); correspondence w/ A. Cohen (Weil) regarding current draft of DIP term sheet w/ B. Riley (.1) and review/analyze same (.2); correspondence w/ E. Wayne, J. Burbage regarding draft of Committee's statement in support of motion to authorize replacement DIP financing (.1) and brief review/analysis of same (.2); correspondence w/ J. Brandt regarding same and insert (.2); correspondence w/ J. Burbage, T. Goren regarding update on Debtors' DIP order and noticing process (.2).		
1/29/23	E W	Revise Committee's statement re alternative DIP financing.	0.40	272.00
1/29/23	T G	Review and revise updated draft of Replacement DIP Order (1.3); call w/ J. Burbage re same (.3); correspondence w/ Weil re same (.4); call w/ A. Cohen (Weil) re same (.2); call w/ A. Verost (Ducera) re hearing status (.2).	2.40	4,500.00
1/29/23	JHB	Draft statement in support of Replacement DIP (4.9); incorporate various comments from C. Damast and T. Goren (1.1); review/analyze Paul Hastings comments to Interim DIP Order (2.3); draft summary to B. Miller and T. Goren re: same (.5); call with Weil re: open DIP Order issues (.6); call with Paul Hastings re: open DIP order issues (.8); correspondence with Willkie litigation team and A. Ambeault re: hearing exhibit list (.4); corr. re: various exhibit questions from the litigation team (.5).	10.30	13,544.50
1/29/23	BMW	Analysis of potential exhibits for use in upcoming DIP financing hearing (0.6); communications with C. Sisco, J. Burbage, A. Ambeault, and S. Rosen re: exhibits (0.5).	1.10	1,446.50
1/29/23	J B	Draft and revise Committee's statement in support of DIP and objection to original DIP	3.20	3,296.00

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		lender requests (3.0); corr. with E. Wayne, J. Burbage, and C. Damast re same (.2).		
1/29/23	M M	Review/analyze revisions to DIP objection (.8) and corr. w/ team re: same (.4).	1.20	2,250.00
1/30/23	JBK	Attend committee call re: Replacement DIP (.8); review/analyze objection to termination fee (.6).	1.40	2,625.00
1/30/23	B M	DIP financing negotiations with the Debtors and the Ad Hoc Group regarding the form of DIP Order (2.3); review and comment on version of the DIP Order from the UCC and the Ad Hoc Group (1.4); prepare memorandum regarding open DIP issues and the witnesses we need for the DIP hearing (.9); review/analyze the witness and exhibit lists for the DIP hearing (1.2); correspondence with the UCC regarding open DIP issues (.5).	6.30	12,915.00
1/30/23	CAD	Review/analyze/revise ad hoc group's comments to draft replacement DIP interim order (1.2); correspondence w/ internal working group regarding same (.4); review and revise Ducera presentation to Committee regarding alternative DIP financing proposals (.4); correspondence w/ internal working group, A. Gupta (Ducera) regarding same and revisions (.2); correspondence w/ J. Burbage, internal working group regarding update for Committee on competing DIP proposals and Debtors' selection of B. Riley as replacement DIP lender (.3); correspondence w/ J. Burbage, Committee members regarding same (.1); correspondence w/ J. Dugan, internal working group regarding exhibit list for 2/1 final DIP hearing (.2); review/analyze Debtors' witness and exhibit lists for 2/1 final DIP hearing (.1); correspondence w/ J. Burbage regarding comments to current draft of replacement DIP interim order (.5); discuss Committee's statement in support of alternative DIP financing w/ J. Brandt (.1); review and revise same (2.7); various correspondence w/ internal working group regarding same and additional comments (.5); telephone conference w/ Weil	8.40	11,592.00

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		team, internal working group regarding issues list for draft replacement DIP interim order (.8); telephone conference w/ Paul Hastings team, internal working group regarding Committee's issues list regarding ad hoc group comments to replacement DIP interim order (.7); correspondence w/ C. Sisco, T. Tsekerides (Weil) regarding final DIP hearing and exhibits/redactions (.2).		
1/30/23	E W	Attend UCC Meeting re alternative DIP proposals (.7); attend meeting between Willkie and Weil re ad hoc DIP (.7).	1.40	952.00
1/30/23	A A	Prepare witness and exhibit list re: DIP hearing for filing (1.1); file unredacted version of exhibit and witness list (.4); file redacted version of exhibit and witness list (.4).	1.90	1,026.00
1/30/23	JCD	Participate in UCC conference call to discuss status of DIP (.7); prepare for DIP hearing, review exhibit lists and witness lists (1.0); review/analyze Verost declaration in support of DIP objection (.6).	2.30	4,715.00
1/30/23	T G	Review and revise draft UCC statement re Replacement DIP (1.4); review and analyze further revised draft of Replacement DIP Interim Order (.8); call w/ Weil re same (.9); call w/ Paul Hastings re DIP status/DIP order (.7); follow-up call w/ Weil re same (.2); review and analyze final commitment letter/term sheet (.8); review and analyze ad hoc mark-up of DIP Order (.9) and correspondence w/ Weil and Willkie team re same (.6).	6.30	11,812.50
1/30/23	JHB	Further revise statement in support of Replacement DIP (5.5); review and provide comments to Ducera deck comparing alternative DIP proposals (1.5); internal correspondence re: exhibit list (.5); provide comments to interim DIP order (1.6); call with T. Goren re: Interim DIP Order (.5); revise interim DIP order re: same (.7).	10.30	13,544.50
1/30/23	J H	Internal corr. re: witness and exhibit list for DIP hearing (.4); review/analyze witness and exhibit list (.9).	1.30	2,112.50
1/30/23	BMW	Corr. with C. Sisco, A. Ambeault, J. Hardy, J.	5.20	6,838.00

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		Dugan, and J. Burbage concerning DIP financing hearing (2.1); begin drafting examination outline in connection with DIP financing hearing (3.1).		
1/30/23	M M	Attend call with Paul Hastings team (counsel to ad hoc group) re DIP objections (0.9); call with B. Miller re same (0.2); corr. w/ Willkie team and UCC re same (0.4).	1.50	2,812.50
1/30/23	J B	Review and revise UCC statement regarding motion to approve debtor in possession financing.	1.30	1,339.00
1/30/23	CAS	Discuss new DIP order with debtors (.9); prepare final DIP hearing witness and exhibit list (2.6); draft Verost DIP Hearing Q&A (2.2);.	5.70	7,125.00
1/31/23	JBK	Attend committee call re DIP hearing (.3) and review/analyze pleadings for same (.2).	0.50	937.50
1/31/23	CAD	Review and revise/finalize Committee's statement in support of replacement DIP financing (1.9); correspondence w/ internal working group regarding same, final revisions, and filing (.6); correspondence w/ A. Ambeault regarding same (.2); review/analyze Paul Hastings comments to draft proposed replacement DIP interim order (.6); review/analyze Debtors' emergency motion to approve replacement DIP financing (.5) and supporting declarations (.5); review/analyze current draft of proposed replacement DIP interim order (.5); correspondence w/ A. Cohen (Weil), B. Miller regarding same (.1); correspondence w/ C. Sisco, T. Tsekerides (Weil) regarding 1/1 hearing exhibits (.1).	5.00	6,900.00
1/31/23	E W	Attend UCC meeting re negotiations with ad hoc group and upcoming DIP hearing.	0.20	136.00
1/31/23	T G	Review and analyze further updated draft of Replacement DIP Order (.9); correspondence w/ Weil re same (.3); meeting w/ Willkie, A. Verost (Ducera) and J. Brookner re hearing prep (2.4); call w/ Weil re DIP document redactions (.2); review and analyze DIP documents re additional arguments on termination payment (1.3).	5.10	9,562.50
1/31/23	JCD	Review and revise direct testimony outline for	6.50	13,325.00

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		Ducera re: DIP hearing (4.5); meeting with B. Miller, T. Goren, J. Hardy, J. Burbage to discuss strategy for DIP argument (1.0); review new DIP filing by Debtors (1.0).		
1/31/23	A A	Assist w/ preparation of materials for 2/1/23 DIP hearing (2.7); mult. corr. w/ B. Wagonheim and C. Sisco re: same (.5); bluebook statement in support of replacement DIP (.8); prepare and file statement in support of DIP (.2).	4.20	2,268.00
1/31/23	JHB	Call with Willkie litigation team and Weil re: DIP hearing logistics (.3); turn T. Goren comments to statement re: replacement DIP (.5) and coordinate filing re: same (.3); review/analyze various Replacement DIP pleadings (1.5); prepare for DIP hearing with T. Goren and B. Miller (1.3); review/analyze revisions to DIP order (.8).	4.70	6,180.50
1/31/23	J H	Prepare for 2/1/23 DIP hearing.	1.70	2,762.50
1/31/23	J H	Review/analyze statement in support or replacement DIP.	0.90	1,462.50
1/31/23	B M	Preparation for the DIP hearing, including review and comment on the Replacement DIP Order and negotiations with the Debtors and lenders regarding the DIP order (7.9); prepare memorandum regarding open DIP issues (.6); correspondence with the Debtors regarding the DIP issues list (.4).	8.90	18,245.00
1/31/23	BMW	Communications with J. Dugan, C. Sisco, A. Ambeault, J. Hardy re: preparations for DIP financing hearing (2.1); finish drafting examination outline for DIP hearing (3.0) and corr. w/ J. Dugan re: same (.2).	5.30	6,969.50
1/31/23	J B	Draft and revise Committee's statement in support of, and objection to certain part of DIP motion.	0.80	824.00
1/31/23	CAS	Discuss DIP hearing exhibits with J. Dugan (.3); discuss DIP hearing logistics with Willkie and Weil teams (.7).	1.00	1,250.00
Sub-Total			694.60	1,041,487.00

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Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
1/9/23	T G	Initial meeting w/ UCC (.6); follow-up discussion w/ Willkie team re task list and next steps (.5); review and analyze banker/financial advisor presentations for UCCC pitch (1.6).	2.70	\$ 5,062.50
1/9/23	B M	Initial meeting with the UCC (.6) and review the materials of the banker/financial advisor candidates to be retained by the UCC (3.1).	3.70	7,585.00
1/10/23	T G	Prepare for (.4) and participate on (1.7) Committee call re selection of investment banker; follow-up discussion w/ Willkie team re next steps (.3).	2.40	4,500.00
1/10/23	B M	Meetings with the UCC and the banker/financial advisor candidates to be retained by the UCC.	4.30	8,815.00
1/10/23	J H	Meeting w/ UCC re: investment banker selection process (partial).	0.70	1,137.50
1/11/23	B M	Review/analyze Skadden request for an equity committee (.4); call with R. Meisler (Skadden) regarding the equity committee request (.4); call with Ducera to discuss the equity committee request (.3); prepare memorandum regarding the equity committee request pros and cons (.5).	1.60	3,280.00
1/12/23	CAD	Participate in Committee meeting (matters discussed -- update on discussions w/ Debtors' and ad hoc group's professionals; DIP objection, adjournment request, and motion to adjourn; comments to first day orders; request for equity committee; Ducera engagement letter; Committee bylaws) (.8); follow up debrief meeting w/ B. Miller and T. Goren (.2).	1.00	1,380.00
1/12/23	JHB	Prepare for (.2) and attend (.8) Committee call re: DIP objection, case issues, strategy facilitate distribution of bylaws (.2).	1.20	1,578.00
1/12/23	T G	Prepare for (.5) and participate on (.8) Committee call re DIP/status update.	1.30	2,437.50
1/12/23	B M	Preparation (.6) and attendance at (.8) the UCC meeting to discuss open case issues; call with Brooks regarding utility issues (.4); call with R.	2.40	4,920.00

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		Meisler (Skadden) regarding the equity committee request (.3); correspondence with Endler regarding case status (.3).		
1/12/23	M M	Call with Committee re: DIP financing and case update	0.80	1,500.00
1/12/23	J B	Participate in meeting with Committee and Committee professionals re: DIP objection, equity committee request, and other case updates (in part).	0.60	618.00
1/13/23	CAD	Correspondence w/ B. Miller, Committee members regarding DIP motion and hearing adjournment update.	0.20	276.00
1/14/23	B M	Calls with UCC members regarding the DIP issues (.5); correspondence with the UCC and Ducera regarding DIP issues (.4).	0.90	1,845.00
1/14/23	M M	Call with B. Riley re: DIP and case strategy update (.6); corr. w/ Committee re: same (.3).	0.90	1,687.50
1/16/23	CAD	Participate in meeting w/ Committee's professionals (matters discussed -- first day final order comments and status; Debtors' contemplated upcoming motions; DIP objection and discovery status; agenda for tomorrow's Committee meeting) (.8); follow up w/ Willkie team re: same (.1).	0.90	1,242.00
1/16/23	JHB	Attend weekly update call with UCC professionals re: DIP, first day orders, strategy.	0.80	1,052.00
1/16/23	T G	Call w/ Ducera re UCC call topics/status update (.8); review and revise agenda for UCC call (.3).	1.10	2,062.50
1/16/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting (1.3); call with Robertson regarding the DIP hearing (.3); correspondence with Johnson regarding case issues (.3).	1.90	3,895.00
1/16/23	JBK	Attend committee advisors organizational call re: DIP, discovery, case strategy (.8); follow up w/ Willkie team re: same (.1).	0.90	1,687.50
1/16/23	J B	Participate in call with Committee and Committee professionals re: DIP objection and other case updates (.8); prepare for same (.2).	1.00	1,030.00
1/17/23	CAD	Participate in today's Committee meeting (matters discussed -- DIP objection and adjourned final DIP hearing and related	0.80	1,104.00

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		discovery; comments to first day final orders; committee information sharing motion; committee by-laws; 341 meeting) (.6); debrief meeting w/ internal working group regarding same and to do list (.2).		
1/17/23	B M	Preparation (.7) and attendance at (.6) the UCC meeting to discuss DIP and open case issues; call with Burke regarding case issues (.3).	1.60	3,280.00
1/17/23	JHB	Prepare for (.6) and attend (.6) Committee meeting re: DIP, strategy, first day orders.	1.20	1,578.00
1/17/23	CAS	Participate in meeting with creditors committee re: DIP (in part).	0.70	875.00
1/17/23	J H	UCC bi-weekly call re: DIP, discovery, case strategy.	0.60	975.00
1/17/23	J B	Participate in meeting with Committee and Committee professionals re: updates on DIP, Committee draft by-laws, first day orders and other case updates (1.6); prepare materials for same (.7); revise draft Committee bylaws re comments received from members (.3) and corr with members re same (.1).	1.70	1,751.00
1/18/23	CAD	Participate in call w/ Committee's professionals (matters discussed -- DIP issues list and tomorrow's call w/ Weil and Paul Hastings; Ducera update on discussions w/ PJT) (.8); debrief meeting w/ Willkie team regarding same and DIP-motion and other pending workstreams) (.3).	1.10	1,518.00
1/18/23	T G	Call w/ P Mandarino re DIP and case update (.4); review and revise agenda for UCC call (.2).	0.60	1,125.00
1/18/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting (1.4); call with Masterson regarding the 2nd day hearings (.4); call with Rennert regarding case issues (.3).	2.10	4,305.00
1/19/23	CAD	Prepare/review materials for (.2) and participate in (.5) Committee meeting (matters discussed -- DIP objection and discovery issues; Debtors' recently-filed motions); debrief meeting w/ internal working group regarding same and work streams (.4).	1.10	1,518.00
1/19/23	T G	Prepare for (.4) and participate on (.5)	1.30	2,437.50

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1/19/23	JHB	Committee call re: DIP and case issues; follow-up discussion w/ Willkie team re next steps (.4). Attend Committee meeting re: DIP objection, discovery, first day orders (.5); follow up w/ Willkie team re: same (.2).	0.70	920.50
1/19/23	CAS	Participate in standing call with committee re: DIP, discovery (.5); follow up w/ team re: same (.4).	0.90	1,125.00
1/19/23	J H	Virtual UCC mtg. re: DIP, discovery.	0.50	812.50
1/19/23	J B	Participate in call with Committee and Committee professionals re DIP and case updates.	0.50	515.00
1/20/23	B M	Correspondence with the UCC regarding the status of the DIP negotiations (.5); call with Lohan regarding the DIP discussions (.3); correspondence with Barnes regarding the DIP status (.3).	1.10	2,255.00
1/20/23	JHB	Correspondence with Ducera team re: distribution of various materials to the Committee and confidentiality issues.	0.60	789.00
1/21/23	CAD	Correspondence w/ K. Patel (Ducera), Committee members regarding Debtors' latest weekly cash forecast.	0.20	276.00
1/21/23	T G	Correspondence w/ Ducera re distribution of confidential materials to UCC.	0.30	562.50
1/23/23	B M	Review and comment on the agenda, exhibit and handouts for the UCC meeting to discuss open case issues.	1.30	2,665.00
1/23/23	J B	Prepare for (.1) and participate in (.8) call with UCC professionals re: update on debtor in possession financing pleading and other case updates.	0.90	927.00
1/24/23	CAD	Prepare/review materials for (.2) and participate in (.8) Committee meeting (matters discussed -- DIP objection, hearing, and depositions/discovery; orders entered on 1/23; asset sales update; Ducera update; scheduling meeting w/ Debtors' management); debrief meeting w/ internal working group regarding same and DIP objection comments (.3); correspondence w/ P. Mandarino (B. Riley), internal working group regarding additional	1.40	1,932.00

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		agenda item for today's Committee meeting (.1).		
1/24/23	T G	Prepare for (.3) and participate on (.8) UCC call re DIP, case status; follow-up discussion w/ Willkie team re same (.5); calls (x2) w/ P. Mandarino (.5) re DIP status.	2.10	3,937.50
1/24/23	B M	Preparation (.1) and attendance at (.8) the UCC meeting to discuss DIP and open case issues; call with James regarding case status (.2).	1.10	2,255.00
1/24/23	JHB	Prepare for Committee meeting (.5) and attend meeting (.8) re: DIP, case status, case strategy.	1.30	1,709.50
1/24/23	J B	Participate in meeting with Committee and Committee professionals re: Committee DIP objection (in part).	0.50	515.00
1/25/23	B M	Review and comment on the agenda, exhibit and handouts for the UCC meeting to discuss DIP and open case issues.	1.10	2,255.00
1/25/23	J B	Participate in meeting with Committee and Committee professionals re: DIP objection.	0.50	515.00
1/26/23	B M	Preparation (.4) and attendance at (.7) the UCC meeting to discuss DIP and open case issues; call with Fitzpatrick regarding DIP status (.3).	1.40	2,870.00
1/26/23	CAD	Participate in Committee meeting (matters discussed -- DIP objection and discovery update; potential alternative DIP proposals; Debtors' motion to approve sale of Bitmain coupons; PJT retention application; Ducera update) (.7); debrief meeting w/ internal working group regarding same and ongoing work streams (.3).	1.00	1,380.00
1/26/23	JHB	Prepare for (.3) and attend Committee call re: DIP, discovery, PJT retention (.7).	1.00	1,315.00
1/26/23	CAS	Participate in meeting with creditors committee re: DIP, discovery, case issues (.7); follow up w/ Willkie team re: same (.3).	1.00	1,250.00
1/26/23	T G	Prepare for (.3) and participate on (.7) Committee call re DIP status, next steps; follow-up call w/ B. Miller re same (.4).	1.40	2,625.00
1/26/23	J H	Attend UCC meeting re: DIP, discovery, case issues.	0.70	1,137.50
1/26/23	M M	Attend meeting with UCC re: DIP, discovery, case issues (.7); follow up w/ Willkie team re: same (.3).	1.00	1,875.00

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1/26/23	E W	Attend UCC meeting re: DIP, upcoming motions, strategy.	0.70	476.00
1/30/23	CAD	Correspondence w/ J. Burbage, Committee members regarding today's special Committee meeting (.2); participate in today's special Committee meeting (matters discussed -- B. Riley alternative DIP proposal; Committee's statement in support; 2/1 final DIP hearing) (.8); correspondence w/ B. Miller, J. Burbage, Committee members regarding alternative B. Riley DIP status and discussions w/ Debtors' counsel and ad hoc group counsel (.2).	1.20	1,656.00
1/30/23	CAS	Participate in meeting with committee re: Replacement DIP.	0.80	1,000.00
1/30/23	T G	Prepare for (.3) and participate on (.8) Committee call re DIP status; review/analyze Ducera materials for same (.3).	1.40	2,625.00
1/30/23	JHB	Prepare for (.1) and attend call with Committee re: Replacement DIP (.8); finalize Ducera DIP comparison materials and corr. w/ Committee re: same (1.3).	2.20	2,893.00
1/30/23	J H	Attend UCC meeting re: DIP (.8); follow up w/ Willkie team re: same (.1).	0.90	1,462.50
1/30/23	M M	Conference call with UCC and advisors re: Replacement DIP (.8); follow up w/ Willkie team re: same (.2).	1.00	1,875.00
1/30/23	J B	Participate in call with Committee members and Committee professionals re status of DIP financing (.8); follow up w/ Willkie team re: same (.1).	0.90	927.00
1/31/23	CAS	Participate in meeting with creditors committee re: Replacement DIP (.3); follow up w/ Willkie team re: same (.4).	0.70	875.00
1/31/23	CAD	Participate in today's Committee meeting (matters discussed -- replacement DIP financing and proposed interim order status; discussions w/ Debtors' and ad hoc group's respective counsel).	0.30	414.00
1/31/23	T G	Prepare for (.2) and participate on (.3) Committee call re DIP status.	0.50	937.50
1/31/23	J H	Attend UCC meeting re: Replacement DIP, hearing.	0.30	487.50
1/31/23	M M	Attend meeting with UCC and advisors re: DIP	0.60	1,125.00

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status (.3); corr. w/ Willkie team re: same (.3).

Sub-Total	78.10	131,230.00
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Non-Working Travel (billed at 50%)

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
1/31/23	T G	Travel to Houston for DIP hearing (3.6 of 7.3).	3.60	\$	6,750.00
1/31/23	JHB	Travel to Houston for replacement DIP hearing (3.2 of 6.5).	3.20		4,208.00
		Sub-Total	6.80		10,958.00

Discovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
1/9/23	JHB	Provide C. Sisco comments to DIP discovery requests.	0.90	\$	1,183.50
1/9/23	CAS	Draft initial DIP discovery requests.	1.60		2,000.00
1/10/23	CAD	Discuss comments to draft DIP motion discovery requests (to Debtors and ad hoc noteholder group) w/ T. Goren, C. Sisco, and J. Burbage.	0.20		276.00
1/10/23	JHB	Review and provide comments to draft DIP discovery requests (.9); call with C. Sisco and T. Goren re: same (.4).	1.30		1,709.50
1/10/23	T G	Review and revise DIP discovery requests (.8) correspondence w/ Willkie team and Ducera re same (.3).	1.10		2,062.50
1/10/23	CAS	Draft DIP deposition notices (1.6); draft initial discovery requests (.7); revise same (1.0).	3.30		4,125.00
1/11/23	T G	Review/analyze draft DIP discovery requests (.4); correspondence w/ Debtors and ad hoc group re same (.2); call w/ J. Korn re litigation status (.3).	0.90		1,687.50
1/11/23	L G	Call with C. Sisco regarding drafting formal DIP discovery requests (.3); review and analyze	3.00		2,040.00

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		the first day declaration, the DIP Motion and the Interim DIP Order as background to draft discovery requests (1.0); draft DIP discovery requests for the debtors and the ad hoc group (1.7).		
1/13/23	CAD	Correspondence w/ internal working group regarding status of discovery in connection with DIP motion and timing (.4); various subsequent correspondence w/ internal working group regarding DIP Motion-related document requests and deposition notices for Debtors and ad hoc group (.6) and review/analyze same and comments (.6).	1.60	2,208.00
1/13/23	L G	Revise defined terms section of DIP-related discovery requests to Debtors and Ad Hoc Group.	0.40	272.00
1/13/23	T G	Review and analyze DIP discovery requests to ad hoc group and Debtors (.6); correspondence w/ Willkie team re same (.3).	0.90	1,687.50
1/13/23	BMW	Correspondence with J. Dugan re draft DIP discovery requests (0.4); implement revisions to discovery requests per J. Dugan (1.1); call with J. Dugan re: revised discovery requests (0.1); implement further revisions to discovery requests and circulate same to Willkie Core Scientific team (0.6); communications with Willkie team re: revisions to various discovery requests (0.9); further revisions to various discovery requests (3.5); communications with J. Burbage re: discovery requests (0.5); finalize and serve discovery requests on debtors and on ad hoc noteholder group (0.6).	7.70	10,125.50
1/14/23	CAD	Correspondence w/ B. Wagonheim, Weil and Paul Hastings teams regarding DIP-motion related discovery requests.	0.20	276.00
1/15/23	CAD	Correspondence w/ internal working group, Weil team regarding Committee's DIP-motion related discovery requests and meet and confer.	0.30	414.00
1/16/23	CAD	Correspondence w/ internal working group regarding Committee's DIP motion-related discovery requests and meet and confer w/ Debtors.	0.30	414.00
1/17/23	CAD	Correspondence w/ J. Lau (Paul Hastings),	0.50	690.00

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		internal working group regarding ad hoc group responses to Committee's DIP motion-related discovery (.1) and review/analyze same (.2); discuss same w/ B. Miller (.1); correspondence w/ J. Dugan, Weil team regarding meet and confer and deposition topics (.1).		
1/17/23	T G	Review Debtor/ad hoc group discovery requests in preparation for meet and confer (.4); meet and confer w/ Debtors re discovery requests (.8); meet and confer w/ Paul Hastings re ad hoc group discovery requests (.3) and follow-up discussion w/ Willkie team re same (.4).	1.90	3,562.50
1/17/23	JBK	Attend internal call re DIP discovery and objection (.5); attend meet and confer and discussions re same with Ad Hoc Group (.8).	1.30	2,437.50
1/17/23	L G	Participate in meet and confer with Debtors regarding DIP discovery requests (.8); participate in conference call regarding next steps in discovery process with J. Korn, J. Dugan, C. Sisco and B. Wagonheim (.6); participate in conference call with Willkie team to discuss discovery disputes post Meet and Confer (.2).	1.60	1,088.00
1/18/23	CAD	Correspondence w/ J. Burbage, internal working group, Paul Hastings team regarding proposed resolution of DIP motion-related discovery issues and proposed revisions to Final DIP Order (.4); discuss same w/ T. Goren and B. Miller (.2).	0.60	828.00
1/18/23	JCD	Correspondence with counsel for Ad Hoc Group of noteholders re: resolution of DIP discovery.	0.60	1,230.00
1/19/23	CAD	Correspondence w/ J. Dugan, K. Pasquale (Paul Hastings) regarding meet and confer issues/status regarding DIP motion-related discovery (.2); various correspondence w/ J. Dugan, T. Tsekerides (Weil) regarding status of Debtors' DIP motion-related document production and depositions/meet and confer resolutions (.5); correspondence w/ Weil team, internal working group regarding Debtors' initial document production and next steps (.3).	1.00	1,380.00
1/19/23	L G	Prepare DIP objection deposition materials for	2.00	1,360.00

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		J. Korn.		
1/19/23	T G	Correspondence w/ Debtors/ad hoc group re discovery status (.4); follow-up correspondence w/ Willkie team re same (.3).	0.70	1,312.50
1/19/23	S R	Process received document production and create links for Willkie team to review.	0.60	213.00
1/19/23	CAS	Review/analyze data room/created summary of documents provided re: DIP financing.	2.80	3,500.00
1/19/23	BMW	Attend Willkie DIP issues list call (0.2); attend UCC committee call re: DIP objection (0.2); draft correspondence to debtors (0.4); call with J. Dugan re: deposition preparations (0.1); communications with C. Sisco re: deposition preparations (0.1) call with Paul Hastings re: discovery in connection with DIP objection (0.6); communications with L. Gaines and C. Sisco re: deposition materials (0.7); communications with J. Burbage re: deposition materials (0.1); analysis of debtors' initial productions of materials (1.1).	3.50	4,602.50
1/20/23	JCD	Discussion with J. Korn, B. Wagonheim re: DIP/objection depositions and preparation (.7); document review in preparation of depositions (.4).	1.10	2,255.00
1/20/23	T G	Review documents produced by Debtors re: DIP discovery.	1.40	2,625.00
1/20/23	S R	Import received production re: DIP discovery into internal document review platform (.3); conduct quality control checks and validation of import data (.4); added users to review platform and send correspondence to team upon completion (.1).	0.80	284.00
1/20/23	S R	Download received production volume re: DIP discovery and placed on network for case team review.	0.20	71.00
1/20/23	R R	Download data from Weil's FTP site re: DIP discovery.	0.50	172.50
1/20/23	R S	Prepare DIP discovery-related documents for attorney review.	1.60	504.00
1/20/23	BMW	Corr. with Willkie team re: DIP deposition preparations (0.6); calls with J. Dugan, J.Korn, L. Gaines, J. Burbage re: depositions (0.8) attend UCC strategy call re: DIP (0.6); further	2.60	3,419.00

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		analysis of discovery materials received from debtors (0.6).		
1/20/23	L G	Prepare DIP deposition materials for J. Korn (.3); call with B. Wagonheim regarding tasks for deposition preparation (.3).	0.60	408.00
1/21/23	CAD	Correspondence w/ T. Tsekerides (Weil), J. Dugan regarding Debtors' 30(b)(6) witnesses and depositions.	0.20	276.00
1/21/23	JCD	Preparation for depositions of Debtors' witnesses in connection with DIP hearing (.6); correspondence with counsel for Debtors re: DIP objection discovery (.3).	0.90	1,845.00
1/21/23	S R	Upload production volume received re: DIP discovery to internal review platform (.1) and conduct quality control checks to ensure data has been correctly loaded (.5).	0.60	213.00
1/21/23	CAS	Review debtors' DIP discovery production.	2.80	3,500.00
1/21/23	BMW	Communications with L. Gaines and C. Sisco re: upcoming DIP depositions (1.5); communications with J. Dugan re: deposition strategy (0.4); continue analysis of discovery materials received from debtors (5.1).	7.00	9,205.00
1/21/23	R R	Download audio file from Pacer re: DIP discovery (.9); create Issue tags in the CSD database in Eclipse (.3).	1.20	414.00
1/21/23	L G	Review/analyze documents produced by Debtors in preparation for DIP depositions (2.1); review/analyze Mechanic's liens and calculated total amount of mechanic's liens by property (2.0).	4.10	2,788.00
1/22/23	S R	Download received production volumes and loaded volumes re: DIP discovery into internal review platform (.1); mapped data fields (.4); and conducted quality control checks on import of data (.4); correspondence w/ Willkie team re: completion and production volume stats (.2); export PDF copies of all received documents (.3).	1.40	497.00
1/22/23	CAS	Review debtors' DIP discovery production.	4.60	5,750.00
1/22/23	BMW	Analysis of additional DIP discovery materials from debtors (2.5); correspondence with J. Korn	6.50	8,547.50

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		and J. Dugan re: discovery materials (0.3); communications with L. Gaines and C. Sisco re: property liens (0.2); begin drafting deposition outline (0.8); continue preparing for depositions of debtors' witnesses (2.7).		
1/22/23	L G	Review/analyze DIP discovery documents produced by Debtors to calculate total Mechanic's Liens by property (1.0); prepare chart representing our discovery requests and the Debtors' responses and objections (1.2).	2.20	1,496.00
1/23/23	CAD	Correspondence w/ T. Tsekerides (Weil), J. Dugan regarding DIP motion depositions and Debtors' formal responses to Committee's document request (.1); correspondence w/ J. Dugan, internal working group regarding draft protective order w/ Debtors (.1); correspondence w/ C. Sisco, J. Korn regarding produced DIP budget assumption materials (.1).	0.30	414.00
1/23/23	S R	Download received production volume re: DIP discovery (.1) and converted documents to PDF for case team review (.2).	0.30	106.50
1/23/23	R R	Corr. w/ C. Sisco re: DIP discovery documents.	0.20	69.00
1/23/23	BMW	Continue analysis of materials produced by debtors in connection with DIP objection dispute in advance of deposition.	2.90	3,813.50
1/23/23	BMW	Continue drafting DIP deposition outline for 30(b)(6) deposition (7.4); continue preparations for debtors' 30(b)(6) depositions (2.5).	10.90	14,333.50
1/23/23	M J	Organize documents in connection with Debtors 30(b)(6) deposition re: DIP objection (7.2); create index in connection with same (3.4).	10.60	4,240.00
1/24/23	CAD	Correspondence w/ J. Dugan, T. Tsekerides (Weil) regarding Debtors' DIP-motion related document production and need for supplement (.2); correspondence w/ K. Pasquale (Paul Hastings), internal working group regarding tomorrow's 30(b)(6) depositions of Debtors re: DIP motion (.2).	0.40	552.00
1/24/23	S R	Import production volumes re: DIP discovery into internal review platform (.2) and created saved search encompassing ingested documents (.4).	0.60	213.00

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1/24/23	CAS	Prepare DIP deposition materials for John Singh and Rodi Blokh depositions (4.6); draft Blokh deposition outline (4.6); revise same (1.2); finalize DIP deposition logistics (1.3).	11.70	14,625.00
1/24/23	L G	Review/analyze documents in Eclipse for latest DIP drafts and Letters of Intent (1.1); prepare deposition materials re: same (.2).	1.30	884.00
1/24/23	M J	Organize documents in connection with Debtors 30(b)(6) deposition re: DIP objection (4.0); update index in connection with same (1.2).	5.20	2,080.00
1/24/23	BMW	Continue writing and finalize initial draft of deposition outline re: DIP objection (6.7); continue strategic preparations for deposition of debtors 30(b)(6) witness (4.2); call with J. Burbage and C. Sisco re: deposition (0.9); begin implementing further revisions to outline for debtors 30(b)(6) witness (4.0).	15.80	20,777.00
1/25/23	CAD	Attend today's DIP-motion related 30(b)(6) depositions (John Singh and Rodi Blokh) (partial) (.9); correspondence (.2) and discussion (.3) w/ internal working group regarding same.	1.40	1,932.00
1/25/23	T G	Participate in Debtors' 30(b)(6) depositions re: DIP objection (partial) (4.6) and meeting w/ Willkie litigation team re same (.8).	5.40	10,125.00
1/25/23	JBK	Prepare for (2.4) and take deposition (4.6) of J. Singh; prepare for (1.1) and take deposition of R. Blokh (3.4).	11.50	21,562.50
1/25/23	M J	Corr. w/ Willkie team re: deposition logistics re: DIP objection.	0.70	280.00
1/25/23	BMW	Corr. with C. Sisco and J. Korn re: deposition exhibits re: DIP objection (0.2); attend depositions of J. Singh and R. Blokh (8.8).	9.00	11,835.00
1/26/23	CAD	Correspondence w/ internal working group, T. Tsekerides (Weil) regarding yesterday's Blokh deposition and follow up requests.	0.40	552.00
1/26/23	S R	Load additional documents re: DIP discovery received into in house review platform.	0.20	71.00
1/26/23	T G	Review and analyze additional discovery documents produced by Debtors re: DIP objection (.6) and correspondence w/ Willkie/Ducera teams re same (.3).	0.90	1,687.50
1/27/23	CAD	Correspondence w/ internal working group	0.40	552.00

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		regarding draft protective order w/ Debtors (.2); correspondence w/ internal working group, A. Verost (Ducera) regarding deposition preparation (.2).		
1/29/23	S R	Conduct custom exhibit stamping deliverable i/c/w DIP hearing materials.	0.70	248.50
Sub-Total			171.90	207,908.00

First and Second Day Motions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
1/9/23	T G	Review and analyze first day motions/orders.	1.40 \$	2,625.00
1/9/23	JHB	Correspondence with Weil team re: first day orders.	0.40	526.00
1/10/23	CAD	Discuss comments to first day orders w/ J. Brandt (.1); correspondence w/ J. Burbage, J. Brandt regarding same (.2).	0.30	414.00
1/10/23	T G	Review and analyze first day motions/orders (.9) and discussion w/ Willkie team re comments to same (.4).	1.30	2,437.50
1/10/23	B M	Review and comment on the Debtors' first day motions and create list of UCC issues with the relief requested.	1.40	2,870.00
1/12/23	CAD	Correspondence w/ J. Brandt, J. Burbage regarding comments to first day utilities and critical vendor orders (.2) and review/analyze same (.6); discuss same and revisions w/ J. Brandt (2x) (.5).	1.30	1,794.00
1/12/23	J B	Review and provide comments to Debtors' proposed final orders for first day motions (3.5); multiple corr. with internal team re: same (.3).	3.80	3,914.00
1/14/23	CAD	Correspondence w/ J. Brandt, J. Burbage regarding status of comments to proposed first day final orders (.2); subsequent correspondence w/ internal working group regarding same and timing (.3); review/analyze and revise comments to proposed utilities, critical vendor, and cash management final	1.90	2,622.00

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		orders (.6); various subsequent correspondence w/ J. Brandt, J. Burbage regarding same and comments (.6); correspondence w/ M. Fink (Weil), internal working group regarding status of comments to proposed first day final orders (.2).		
1/14/23	JHB	Correspondence with J. Brandt and C. Damast re: Committee comments to final first day orders.	0.40	526.00
1/14/23	J B	Review/analyze Debtors' first day motions and first day hearing transcript.	2.50	2,575.00
1/15/23	CAD	Various correspondence w/ J. Brandt, J. Burbage regarding comments to draft final cash management order and comments (.4); review and revise same (.4); correspondence w/ M. Fink (Weil), internal working group regarding comments to all draft final first day orders (.3).	1.10	1,518.00
1/16/23	CAD	Correspondence w/ J. Brandt, J. Burbage regarding notice/consultation requests regarding Debtors' final insurance, NOL, wages, and taxes motions (.2) and review/analyze same (.2); correspondence w/ J. Brandt, Weil team regarding same (.1); correspondence w/ J. Brandt regarding result of call w/ Weil regarding Committee comment to final first day orders (.2); subsequent correspondence w/ J. Brandt, internal working group regarding same (.1).	0.80	1,104.00
1/16/23	JHB	Prepare for (.5) and attend call with Weil re: Committee comments to final first day orders (1.1); discussion re: next steps w/ J. Brandt re: same (.3).	1.90	2,498.50
1/16/23	T G	Review/analyze comments to second day orders (.8) and correspondence w/ Willkie team re status of same (.3).	1.10	2,062.50
1/16/23	J B	Review/analyze proposed final orders for certain first day motions (1.1); draft list of Committee information sharing requests with respect to certain entered final orders (1.2); participate in call with Weil re comments to proposed first day final orders and other case updates (.8) and circulate summary of call to internal team (.4).	3.50	3,605.00

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1/17/23	B M	Review and comment on the open issues list for the second day hearings adding the UCC concerns.	0.80	1,640.00
1/19/23	CAD	Correspondence w/ J. Mezzatesta (Weil), internal working group regarding current drafts of final utilities and critical vendors orders (.1) and review/analyze same (.5); correspondence w/ J. Brandt, J. Burbage regarding same (.2); correspondence w/ M. Polishuk (Weil), internal working group regarding current draft of cash management order (.1); review and analyze same (.3); correspondence w/ J. Burbage, J. Brandt regarding same (.2).	1.40	1,932.00
1/19/23	T G	Review/analyze draft final cash management order.	0.40	750.00
1/19/23	JHB	Call with M. Fink (Weil) re: utilities motion.	0.30	394.50
1/20/23	CAD	Correspondence w/ J. Burbage, internal working group regarding status of comments to final first day orders and 1/23 hearing (.2); correspondence w/ J. Mezzatesta (Weil) regarding current drafts of first day orders (.1); correspondence w/ J. Burbage regarding same (.1).	0.40	552.00
1/20/23	JHB	Correspondence with J. Brandt, C. Damast and Weil re: first day hearings (.7).	0.70	920.50
1/21/23	CAD	Review and revise current drafts of cash management, utilities, and critical vendor final first day orders (.5); correspondence w/ J. Burbage regarding same and additional Committee comments (.4); correspondence w/ J. Brandt, J. Mezzatesta (Weil) regarding same (.2).	1.10	1,518.00
1/21/23	JHB	Review/analyze first day orders and provide comments to J. Brandt re: same.	0.80	1,052.00
1/22/23	CAD	Correspondence w/ M. Fink (Weil), J. Burbage regarding proposed final comments to final cash management order (.2); review/analyze same and Committee by-laws (.4); discuss (.2) and correspondence (.1) w/ J. Burbage regarding same and clearance.	0.90	1,242.00
1/22/23	JHB	Calls with M. Fink (Weil) and C. Damast re: critical vendor issues and first day orders (.4);	0.70	920.50

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1/22/23	M M	draft internal correspondence re: same (.3). Corr. w/ J. Burbage and Ducera re: critical vender motion.	0.20	375.00
1/23/23	M M	Corr. w/ Willkie team re: 2nd day hearing agreements and status.	0.40	750.00
Sub-Total			31.20	43,138.00

Other Motions/Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
1/11/23	J B	Participate in call with Ducera and Willkie team re: equity shareholder committee request.	0.60	\$ 618.00
1/12/23	A A	Conduct research i/c/w Committee information sharing motions.	0.90	486.00
1/16/23	CAD	Correspondence w/ J. Brandt, internal working group regarding upcoming KERP, omnibus contract rejection, NYDIG settlement, Cedarville/Cottonwood real property sales, and Bitmain coupon sales motions.	0.20	276.00
1/18/23	CAD	Correspondence w/ J. Brandt, internal working group regarding current draft of Committee information sharing motion (.2); discuss same w/ J. Brandt (.1) and B. Miller/T. Goren (.1); review and revise same and proposed order (.7); subsequent correspondence w/ J. Brandt regarding same and next steps (.1); correspondence w/ J. Brandt, M. Brooks (Troutman) regarding same (.1).	1.30	1,794.00
1/18/23	T G	Review/analyze interim comp (.4) and ordinary course professionals (.5) motions; review NYDIG motion (.4) and UCC filings re same (.2); correspondence w/ Willkie team re recent/upcoming motions (.3); review/revise draft UCC information sharing motion (.8).	2.60	4,875.00
1/19/23	J B	Conduct research re chapter 11 trustee and examiner motions (2.3) and draft summary of research re same (1.0).	3.30	3,399.00
1/20/23	J B	Conduct additional research re: motions to appoint chapter 11 trustee (.7) and corr. with J Burbage re: same (.1).	0.80	824.00

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1/22/23	JHB	Correspondence with J. Brandt re: research for additional chapter 11 trustee motions in chapter 11 case.	0.40	526.00
1/23/23	JHB	Coordinate review of draft Bitmain coupon sale motion.	0.30	394.50
1/23/23	M M	Review/analyze Bitmain coupon sale motion.	0.30	562.50
1/24/23	CAD	Review/analyze Debtors' motion for authority to sell Bitmain coupons (.2); correspondence w/ Ducera team, internal working group regarding same and clearance (.4); correspondence w/ J. Burbage, Weil team regarding same (.2).	0.80	1,104.00
1/24/23	T G	Review/analyze draft NYDIG (.4) and bitmain coupon (.4) motions.	0.80	1,500.00
1/24/23	J H	Review/analyze research re: potential future motions at the request of UCC members.	1.80	2,925.00
1/26/23	CAD	Review/analyze Skadden letter to Weil regarding intention to file motion to appoint and equity committee.	0.20	276.00
1/26/23	M M	Review/analyze request from equity holders for an official committee (.5); corr. w/ Willkie team re: same (.2).	0.70	1,312.50
1/27/23	T G	Review/analyze updated draft of Committee information sharing motion (.4) and correspondence w/ UCC members re same (.2).	0.60	1,125.00
Sub-Total			15.60	21,997.50

Schedules and Statements

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
1/17/23	CAD	Correspondence w/ J. Burbage, E. Wayne regarding Debtors' extension of time to file Schedules and Statements.	0.10	\$ 138.00
Sub-Total			0.10	138.00

Willkie Fee Statements and Applications

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
1/30/23	A A	Draft Willkie Retention Application.	1.70 \$	918.00
Sub-Total			1.70	918.00

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
DUGAN, JAMES C.	36.10	\$ 2,050.00	\$ 74,005.00
GOREN, TODD	119.40	1,875.00	223,875.00
HARDY, JENNIFER	20.00	1,625.00	32,500.00
KORN, JEFFREY B.	44.70	1,875.00	83,812.50
MANSFIELD, MELAINIE	66.30	1,875.00	124,312.50
MILLER, BRETT	140.60	2,050.00	288,230.00
DAMAST, CRAIG A.	122.10	1,380.00	168,498.00
ARENA, MICHAEL D.	7.80	1,315.00	10,257.00
BRANDT, JOSEPH	80.10	1,030.00	82,503.00
BURBAGE, JAMES H.	209.30	1,315.00	275,229.50
SISCO, CIARA ANN	82.10	1,250.00	102,625.00
SPATH, EMMA L.	3.50	1,125.00	3,937.50
WAGONHEIM, BRITTANY M.	91.70	1,315.00	120,585.50
WAYNE, ELIZABETH	57.00	680.00	38,760.00
GAINES, LILLIAN	15.20	680.00	10,336.00
AMBEAULT, ALISON	36.30	540.00	19,602.00
JONES, MONICA	16.50	400.00	6,600.00
RAZZAAQ, RASHAD	1.90	345.00	655.50
ROSEN, SEAN	5.40	355.00	1,917.00
SASSO, ROHAN	11.30	315.00	3,559.50
BRAVERMAN, BETTY	1.00	295.00	295.00
Professional Fees			\$ 1,672,095.50

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<u>Disbursements and Other Charges</u>	<u>Amount</u>
Local Transportation	\$ 532.96
Teleconferencing	515.19
Local Meals	227.64
Other Out of Town Travel	336.37
Lodging	844.30
Airfare/Train	1,671.40
Outside Reproduction	3,110.98
Air Freight	45.94
Conference Services	283.50
Data Acquisition	5,225.73
Transcript Costs	<u>13,339.44</u>

Disbursements and Other Charges26,133.45**Total this Invoice**\$ 1,698,228.95

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22306979
Client/Matter No. 132233.00001
March 16, 2023

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 37th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED

through January 31, 2023 as set forth in the
attached detail

Asset Disposition	\$	2,460.00
Business Operations	\$	18,893.50
Case Administration	\$	138,548.00
Claims Administration and Objections	\$	14,386.50
Employment and Fee Applications	\$	40,033.00
Financing and Cash Collateral	\$	1,041,487.00

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH

CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

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WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Meetings and Communications with Creditors	\$	131,230.00
Non-Working Travel (billed at 50%)	\$	10,958.00
Discovery	\$	207,908.00
First and Second Day Motions	\$	43,138.00
Other Motions/Applications	\$	21,997.50
Schedules and Statements	\$	138.00
Willkie Fee Statements and Applications	\$	918.00
Disbursements and Other Charges	\$	26,133.45
Total this Invoice	\$	<u>1,698,228.95</u>

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH

CITIBANK, N A

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

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Exhibit B

**Second Monthly Fee Statement
for the Period from February 1, 2023 through February 28, 2023**

Objection Deadline: April 24, 2023

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
CORE SCIENTIFIC, INC. <i>et al.</i> , ¹)	Case No. 22-90341 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF WILLKIE FARR & GALLAGHER LLP'S
SECOND MONTHLY FEE STATEMENT FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023**

Name of Applicant:	Willkie Farr & Gallagher LLP	
Applicant's Role in Case:	Counsel for the Official Committee of Unsecured Creditors	
Date Retention Order Signed:	March 10, 2023 [Docket No. 664]	
	Beginning of Period:	End of Period:
Time Period Covered by this Statement:	February 1, 2023	February 28, 2023
Summary of Total Fees and Expenses Requested		
Total Fees Requested in this Statement:	\$551,108.40 (80% of \$688,885.50 ²)	
Total Expenses Requested in this Statement:	\$683.69	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² This amount reflects a \$4,414.50 reduction for time entry review.

Total Fees and Expenses Requested in this Statement (inclusive of 20% holdback):	\$689,569.19
Summary of Attorney Fees Incurred	
Total Attorney Fees Incurred in this Statement:	\$683,234.00
Total Actual Attorney Hours Covered by this Statement:	489.7
Average Hourly Rate for Attorneys:	\$1,395.21
Summary of Paraprofessional Fees Incurred	
Total Paraprofessional Fees Incurred in this Statement:	\$10,066.00
Total Actual Paraprofessional Hours Covered by this Statement:	21.3
Average Hourly Rate for Paraprofessionals:	\$472.58

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541], each party receiving notice of the monthly fee statement will have 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order”) [Docket No. 541], Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby submits its *Second Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from February 1, 2023 through February 28, 2023* (the “Monthly Fee Statement”).

1. By this Monthly Fee Statement, and pursuant to the Interim Compensation Order, Willkie seeks payment of \$551,108.40 (80% of \$688,885.50) as compensation for professional services rendered to the Committee during the period from February 1, 2023 through February 28, 2023 (the “Fee Period”)³ and \$683.69 for reimbursement of actual and necessary expenses during the Fee Period, for a total of \$551,792.09.

2. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie partners, counsel, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Willkie established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Willkie incurred \$688,885.50 in fees

³ Of this amount, \$6,560.00 consists of fees incurred in January 2023 that inadvertently were not included in Willkie’s first monthly fee statement.

during the Fee Period. Pursuant to this Monthly Fee Statement, Willkie seeks reimbursement for 80% of such fees (\$551,108.40).

- **Exhibit B** is a schedule providing certain information regarding the Willkie attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Willkie have expended a total of 511.0 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Willkie's out-of-pocket expenses.
- **Exhibit D** consists of Willkie's records of fees and expenses incurred during the Fee Period in connection with the rendition of professional services to the Committee.

3. Pursuant to the Interim Compensation Order, any party objecting to the payment of the interim compensation and reimbursement of expenses requested by this Monthly Fee Statement shall, within fourteen (14) days of service of this Monthly Fee Statement, serve via email to Willkie Farr & Gallagher LLP, Attn: Brett H. Miller, Esq., Todd M. Goren, Esq., James H. Burbage, Esq. and Joseph Brandt, Esq. (bmiller@willkie.com; tgoren@willkie.com; jburbage@willkie.com; and jbrandt@willkie.com), and the following other Fee Notice Parties (as defined in the Interim Compensation Order) a written notice setting forth with reasonable detail the nature of the objection and the amount at issue (the "Notice of Objection to Monthly Fee Statement"):

- (a) the Debtors, c/o Core Scientific, Inc., Attn: Todd DuChene, Esq. (tduchene@corescientific.com);
- (b) Counsel for the Debtors, Weil, Gotshal & Manges LLP, Attn: Ray C. Schrock, P.C., Ronit Berkovich, Esq., and Moshe Fink, Esq. (ray.schrock@weil.com; ronit.berkovich@weil.com; and moshe.fink@weil.com);
- (c) the Office of the U.S. Trustee for Region 7, Attn: Jayson Ruff and Alicia Barcomb (jayson.b.ruff@usdoj.gov and alicia.barcomb@usdoj.gov); and

- (d) Counsel for the Ad Hoc Noteholder Group, Paul Hastings LLP, Attn: Kristopher M. Hansen and Sayan Bhattacharyya (krishansen@paulhastings.com and sayanbhattacharyya@paulhastings.com).

4. If a Notice of Objection to Monthly Fee Statement is timely served pursuant to the Interim Compensation Order, the objecting party and Willkie shall attempt to resolve the objection on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Willkie an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses.

5. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Willkie reserves the right to seek payment of such fees and expenses in a subsequent monthly fee statement.

WHEREFORE, Willkie requests payment of its fees and expenses incurred during the Fee Period in the total amount of \$551,792.09, consisting of (a) \$551,108.40, which is 80% of Willkie's fees incurred during the Fee Period; and (b) \$683.69 for actual and necessary expenses incurred during the Fee Period.

Dated: Houston, Texas
April 10, 2023

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

By: /s/ Jennifer J. Hardy
Jennifer J. Hardy (Texas Bar No. 24096068)
600 Travis Street
Houston, Texas 77002
Telephone: 713-510-1700
Facsimile: 713-510-1799
Email: jhardy2@willkie.com

AND

Brett H. Miller (admitted *pro hac vice*)
Todd M. Goren (admitted *pro hac vice*)
James H. Burbage (admitted *pro hac vice*)
787 Seventh Avenue
New York, New York 10019
Telephone: 212-728-8000
Facsimile: 212-728-8111
Email: bmiller@willkie.com
tgoren@willkie.com
jburbage@willkie.com

Counsel for the Official Committee of Unsecured Creditors

CERTIFICATE OF SERVICE

I hereby certify that on April 10, 2023, a true and correct copy of the foregoing document was served via electronic mail on the Fee Notice Parties pursuant to the Interim Compensation Order.

/s/ Jennifer J. Hardy
Jennifer J. Hardy

Exhibit A**Summary of Legal Fees for the Fee Period**

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
001	Asset Analysis and Recovery	12.0	\$20,279.00
003	Assumption and Rejection of Leases and Contract	4.9	\$8,406.50
004	Avoidance Action Analysis	3.9	\$4,017.00
006	Business Operations	8.6	\$16,790.50
007	Case Administration	48.2	\$62,577.50
008	Claims Administration and Objections	18.1	\$22,915.50
011	Employment and Fee Applications	43.6	\$45,418.50
013	Financing and Cash Collateral	77.2	\$107,661.50
014	Other Litigation	2.0	\$3,250.50
015	Meetings and Communications with Committee	58.5	\$89,890.00
016	Non-Working Travel (billed at 50%)	8.8	\$15,205.00
017	Plan and Disclosure Statement	1.7	\$2,259.00
019	Relief from Stay and Adequate Protection	0.7	\$756.00
020	Reporting	0.4	\$412.00
022	Valuation	18.8	\$14,284.50
023	Discovery	8.2	\$11,173.50
024	Hearings	31.5	\$52,357.50
025	First and Second Day Motions	1.6	\$2,505.00
026	Claims Investigation	0.6	\$408.00
027	Lien Investigation	24.0	\$27,791.50
029	Other Motions/Applications	106.6	\$154,008.50
030	Schedules and Statements	26.8	\$26,518.50
036	Time Entry Review	4.3	\$4,414.50
Total Requested		511.0	\$693,300.00
Less Client Accommodation for Time Entry Review (100% of Fees Incurred)			(\$4,414.50)
Total Requested		511.0	\$688,885.50

Exhibit B**Summary of Hours Billed by Willkie Attorneys and Paraprofessionals for the Fee Period**

Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Genevieve Dorment	Partner	2009 (NY)	Intellectual Property	\$1,500	2.5	\$3,750.00
James C. Dugan	Partner	1994 (NY)	Litigation	\$2,050	12.8	\$26,240.00
Todd M. Goren	Partner	2003 (NY)	Business Reorganization & Restructuring	\$1,875	59.1	\$110,812.50
Jennifer J. Hardy	Partner	2015 (TX)	Business Reorganization & Restructuring	\$1,625	11.5	\$18,687.50
Jeffrey B. Korn	Partner	2001 (NY)	Litigation	\$1,875	2.4	\$4,500.00
Melainie Mansfield	Partner	1995 (CA)	Business Reorganization & Restructuring / Finance	\$1,875	24.6	\$46,125.00
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,050	56.0	\$114,800.00
Craig A. Damast	Counsel	1992 (NY)	Business Reorganization & Restructuring	\$1,380	75.5	\$104,190.00
Michael D. Arena	Associate	2015 (NY)	Finance	\$1,315	14.5	\$19,067.50
Joseph Brandt	Associate	2021 (NY)	Business Reorganization & Restructuring	\$1,030	64.6	\$66,538.00
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,315	69.7	\$91,655.50
Wendy Cheung	Associate	2012 (CA)	Intellectual Property	\$1,030	10.0	\$10,300.00
Onik Deb	Associate	2022 (NY)	Finance	\$865	8.2	\$7,093.00
Eric Saunders	Associate	2018 (NY)	Intellectual Property	\$865	6.2	\$5,363.00
Ciara A. Sisco	Associate	2018 (NY)	Litigation	\$1,250	5.8	\$7,250.00
Brittany M. Wagonheim	Associate	2017 (NY)	Litigation	\$1,315	2.8	\$3,682.00
Elizabeth Wayne	Associate	2022 (IL)	Business Reorganization & Restructuring	\$680	63.5	\$43,180.00
Total for Attorneys					489.7	\$683,234.00

Paraprofessional Person	Position with the Applicant	Number of Years at Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alison Ambeault	Director, Practice Support	17 years	Business Reorganization & Restructuring	\$540	14.9	\$8,046.00
Sean Rosen	LTS Coordinator	<1 year	Litigation	\$355	0.2	\$71.00
Rohan Sasso	Paralegal	<1 year	Business Reorganization & Restructuring	\$315	6.0	\$1,890.00
Jenny Sun	Librarian	14 ½ years	Knowledge Management	\$295	0.2	\$59.00
Totals for Paraprofessionals					21.3	\$10,066.00

Total Fees for Fee Period	\$693,300
Less Client Accommodation for Time Entry Review	(\$4,414.50)
Total Fees Requested for Fee Period	\$688,885.50
20% Fee Holdback for Fee Period	\$137,777.10
80% of Total Fees Requested for Fee Period	\$551,108.40
Expenses for Fee Period	\$683.69
TOTAL PAYMENT REQUESTED	<u>\$551,792.09</u>

Exhibit C**Summary of Expenses for the Fee Period**

Expense Categories	Amount
Local Transportation	\$149.00
Teleconferencing	\$12.76
Working Meals	\$481.93
Airfare / Train	\$40.00
Totals:	\$683.69

Exhibit D

Fees and Expenses

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22308749
Client/Matter No. 132233.00001
April 7, 2023

FOR PROFESSIONAL SERVICES RENDERED

through February 28, 2023 as set out in the
attached detail

Asset Analysis and Recovery	\$	20,279.00
Assumption and Rejection of Leases and Contracts	\$	8,406.50
Avoidance Action Analysis	\$	4,017.00
Business Operations	\$	16,790.50
Case Administration	\$	62,577.50
Claims Administration and Objections	\$	22,915.50
Employment and Fee Applications	\$	45,418.50
Financing and Cash Collateral	\$	107,661.50
Other Litigation	\$	3,250.50
Meetings and Communications with Creditors	\$	89,890.00
Non-Working Travel (billed at 50%)	\$	15,205.00

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Plan and Disclosure Statement	\$	2,259.00
Relief from Stay and Adequate Protection	\$	756.00
Reporting	\$	412.00
Valuation	\$	14,284.50
Discovery	\$	11,173.50
Hearings	\$	52,357.50
First and Second Day Motions	\$	2,505.00
Claims Investigation	\$	408.00
Lien Investigation	\$	27,791.50
Other Motions/Applications	\$	154,008.50
Schedules and Statements	\$	26,518.50
Disbursements and Other Charges	\$	683.75
Total this Invoice	\$	<u>689,569.19</u>

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Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/3/23	B M	Review/analyze the NYDIG and Celsius settlements with the Debtors (1.2); review/analyze the Debtors' agreements with remaining equipment lenders (1.6); prepare memorandum regarding the equipment lender issues for the UCC (.8).	3.60 \$	7,380.00
2/13/23	B M	Correspondence with the Debtors regarding asset sales.	0.40	820.00
2/14/23	T G	Review/analyze Ducera analysis of Hut8 transaction (.4) and correspondence w/ Ducera re same (.2).	0.60	1,125.00
2/16/23	CAD	Correspondence w/ M. Mansfield, internal working group regarding unencumbered real estate.	0.20	276.00
2/20/23	CAD	Correspondence w/ E. Wayne, J. Burbage regarding research on section 506 and valuation of fixtures/real property (.3) and review/analyze same (.2).	0.50	690.00
2/23/23	B M	Review and comment on the AlixPartners waterfall model presentation and open issues for discussion with the Debtors (2.1); correspondence with the Debtors regarding open diligence issues (.3).	2.40	4,920.00
2/25/23	CAD	Correspondence w/ E. Wayne, J. Burbage regarding real property/fixtures analysis and section 506(a) research.	0.30	414.00
2/25/23	J B	Review and provide comments to E. Wayne draft Section 506 research summary (2.1) and corr. w/ E. Wayne re same (.3).	2.40	2,472.00
2/26/23	CAD	Correspondence w/ J. Burbage, E. Wayne regarding real property/fixtures analysis and section 506(a) research.	0.30	414.00
2/26/23	JHB	Review and provide E. Wayne with feedback re: Section 506(a) research.	0.40	526.00
2/27/23	CAD	Correspondence w/ J. Burbage, E. Wayne regarding analysis of real property/fixtures and section 506(a) research (.2); review and analyze same (.4); correspondence w/ M. Fink (Weil)	0.70	966.00

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2/28/23	CAD	regarding real estate analysis and scheduling call w/ real estate department (.1). Correspondence w/ J. Burbage, E. Wayne regarding valuation of fixtures and section 506(a) research.	0.20	276.00
Sub-Total			12.00	20,279.00

Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/13/23	B M	Review/analyze materials regarding mining contracts and agreements with equipment lenders.	1.60 \$	3,280.00
2/16/23	CAD	Correspondence w/ M. Polishuk (Weil) regarding draft of Debtors' omnibus contract rejection motion (.1); review/analyze same (.2); correspondence w/ internal working group regarding same (.2).	0.50	690.00
2/16/23	JHB	Review/analyze and draft internal correspondence to Willkie team re: omnibus rejection motion.	0.40	526.00
2/17/23	CAD	Correspondence w/ internal working group, Ducera regarding Debtors' omnibus contract rejection motion (.2); correspondence w/ J. Burbage, Weil team regarding same (.1).	0.30	414.00
2/17/23	JHB	Coordinate distribution of omnibus rejection motion to Ducera.	0.10	131.50
2/17/23	JHB	Correspondence with Weil team re: omnibus rejection motion.	0.20	263.00
2/21/23	J H	Review/analyze hosting contract re: contract rejection motion.	0.30	487.50
2/21/23	CAD	Correspondence w/ M. Polishuk (Weil) regarding Debtors' draft omnibus rejection motion and termination clause in hosting contracts (.1); correspondence w/ internal working group regarding same (.3).	0.40	552.00
2/21/23	T G	Review/analyze termination provisions in hosting contracts to be rejected (.4) and correspondence w/ Willkie team re same (.2).	0.60	1,125.00
2/21/23	M M	Review/analyze sample hosting contract for	0.50	937.50

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rejection (0.4); corr. w/ Willkie team re: same (0.1).

Sub-Total	4.90	8,406.50
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Avoidance Action Analysis

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
2/21/23	J B	Participate in call with Willkie and Ducera teams re analysis of potential preference transactions.	3.90	\$	4,017.00
		Sub-Total	3.90		4,017.00

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
2/6/23	CAD	Review/analyze Debtors' production and operational press release.	0.10	\$	138.00
2/8/23	B M	Meeting with the Debtors and the UCC advisors regarding business operations and open case issues (.6); meeting with Ducera regarding operations (.5).	1.10		2,255.00
2/13/23	B M	Correspondence with Ducera regarding operations issues (.4); prepare memorandum regarding business operations (.6).	1.00		2,050.00
2/15/23	B M	Meet with the Debtors and the UCC advisors regarding business operations and open case issues (.5); meet with Ducera regarding operations (.4); review the Debtors' results and the open business plan issues (.9); prepare memorandum regarding business plan issues (.4).	2.20		4,510.00
2/16/23	CAD	Correspondence w/ J. Shen (Alix), internal working group regarding Debtors' weekly variance report.	0.10		138.00
2/16/23	M M	Review/analyze information re: bitcoin operations (hashrate and power costs) in light of new business plan and upcoming valuation	1.40		2,625.00

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		issues of business assets (1.2); corr. P. Trompeter (Sphere 3D) and J. Burbage re: same (0.2).		
2/22/23	B M	Discussions with the Debtors and the UCC advisors regarding business operations and open legal issues.	1.20	2,460.00
2/22/23	CAD	Correspondence w/ J. Shen (Alix), Ducera team regarding Debtors' weekly variance report (.2); correspondence w/ S. Lancaster (Ducera), R. Blokh (Alix) regarding miners returned to NYDIG and replacement miners (.2).	0.40	552.00
2/22/23	M M	Participate in call with Debtor's advisors and UCC advisors re: business operations (0.6); participate in follow up call with UCC advisors (0.5).	1.10	2,062.50
Sub-Total			8.60	16,790.50

Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
2/1/23	CAD	Review/analyze amended agenda for today's hearing (.1); review/revise agenda for tomorrow's Committee meeting (2x) (.3) and correspondence w/ internal working group regarding same and comments (.4); correspondence w/ B. Miller regarding B. Riley resignation from Committee (.1).	0.90	\$	1,242.00
2/1/23	JHB	Correspondence with E. Wayne re: committee meeting agenda. `	0.20		263.00
2/1/23	R S	Organize recently-filed pleadings for attorney review	0.30		94.50
2/1/23	E W	Update UCC professionals roster with conflicts counsel (.2); draft and edit agenda for 2.2 UCC meeting (.4).	0.60		408.00
2/2/23	CAD	Correspondence w/ J. Burbage, Weil team regarding case updates/requests (Committee information sharing motion; lien searches; meetings w/ Debtors' professionals; hearing transcripts) (.2); correspondence w/ J. Burbage regarding current case task list (.2) and	0.70		966.00

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		review/analyze same (.3).		
2/2/23	JHB	Update working group list (.6) and correspondence with C. Damast re: go forward work streams (.5).	1.10	1,446.50
2/2/23	R S	Organize data room documents i/c/w diligence requests.	0.80	252.00
2/3/23	CAD	Correspondence w/ internal working group, Ducera, M. Fink (Weil) regarding recurring call w/ Debtors' professionals (.3); review/analyze notice of appointments to Committee filed by US Trustee (adding two new Committee members) (.1); correspondence w/ internal working group, existing Committee members regarding same and logistics (.4); correspondence w/ J. Burbage regarding update Committee working group list (.1).	0.90	1,242.00
2/3/23	E W	Revise working group list to include new members (.4); draft agenda for 2.6 meeting (.4); update pleadings schedule with NYDIG and equity committee motions (.2).	1.00	680.00
2/3/23	T G	Review/analyze notice of appointment of new Committee members (.2) and correspondence w/ Willkie team re same (.4); correspondence w/ Willkie team re update call w/ Debtors (.2).	0.80	1,500.00
2/3/23	JHB	Correspondence w/ Willkie team re: coordinating meeting with Debtors' professionals (.4); provide comments to UCC roster (.5).	0.90	1,183.50
2/4/23	CAD	Correspondence w/ E. Wayne regarding draft agenda for 2/6 internal Willkie meeting.	0.10	138.00
2/6/23	CAD	Correspondence w/ J. Burbage, E. Wayne regarding revisions to today's internal Willkie meeting agenda (.2) and review/revise same (.2); correspondence w/ E. Wayne, J. Burbage regarding agenda for tomorrow's Committee meeting (.3) and review/revise same (2x) (.3).	1.00	1,380.00
2/6/23	JHB	Revise internal meeting agenda.	0.10	131.50
2/7/23	CAD	Correspondence w/ J. Burbage, E. Wayne regarding by-laws for execution by new Committee members (.1); correspondence w/ Ducera team, internal working group regarding tomorrow's Committee professionals' meeting	0.30	414.00

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		(.1); correspondence w/ E. Wayne regarding same (.1).		
2/7/23	E W	Update UCC bylaws for new Committee members.	0.40	272.00
2/7/23	R S	Coordinate weekly professionals meeting.	0.20	63.00
2/8/23	J H	Participate in meeting w/ UCC and Debtor professionals re: business plan status, upcoming filings, and liquidity (partial).	0.20	325.00
2/8/23	CAD	Participate in weekly call w/ Debtors' professionals (matters discussed -- business plan status; asset sales status; liquidity update; Debtors' contemplated upcoming motions) (.6); correspondence w/ internal working group regarding go forward Committee professionals calls (.2); draft agenda for tomorrow's Committee meeting (.2); correspondence w/ E. Wayne, internal working group regarding same (.2); correspondence w/ E. Wayne, Committee members regarding same and Debtors' filed motions (.2); correspondence w/ J. Burbage, E. Wayne regarding tomorrow's section 341 meeting (.2); correspondence w/ J. Brookner (Gray Reed) regarding go forward Committee professionals' calls (.1).	1.70	2,346.00
2/8/23	E W	Draft agenda for 2.9 UCC meeting (.2); attend UCC Professionals meeting re sales and mining (.2); begin drafting chart of mechanics liens (.6).	1.00	680.00
2/8/23	T G	Prepare for (.1) and call w/ Debtors' professionals re case update/status of upcoming motions (.6); follow-up discussion w/ UCC professionals re same (.4).	1.10	2,062.50
2/8/23	JCD	Participate in UCC professionals call re: potential objections to equity committee.	0.90	1,845.00
2/8/23	M M	Meeting with Weil re: case status, equity committee motion.	0.80	1,500.00
2/8/23	JHB	Coordinate filing of retention applications and information sharing motion.	0.60	789.00
2/9/23	CAD	Review and revise summary of section 341 meeting (.4); correspondence w/ E. Wayne regarding same and comments (.2); correspondence w/ E. Wayne, Committee	0.80	1,104.00

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		members regarding same (.1); correspondence w/ E. Wayne regarding new Committee members' execution of bylaws (.1).		
2/9/23	E W	Attend 341 meeting of creditors (.7); draft summary for Committee re same (.2); prepare bylaws for Shell Energy (.1); compile signature pages of new committee members into bylaws document (.1).	1.10	748.00
2/9/23	JHB	Review/analyze summary of 341 meeting.	0.10	131.50
2/10/23	E W	Draft chart of mechanic's liens.	1.50	1,020.00
2/13/23	E W	Update internal pleadings schedule.	0.10	68.00
2/14/23	CAD	Review/revise draft of agenda for tomorrow's internal Willkie weekly meeting (.2); correspondence w/ E. Wayne regarding same and comments (.2); review/revise draft of agenda for 2/16 Committee meeting (.2); correspondence w/ E. Wayne regarding same and comments (.2); subsequent correspondence w/ B. Miller regarding same (.1); correspondence w/ K. Patel (Ducera), T. Goren regarding Hut 8 merger w/ USBTC (.2).	1.10	1,518.00
2/14/23	E W	Revise agendas for 2/15 internal and 2/16 Committee meeting.	1.20	816.00
2/14/23	T G	Call w/ J. Korn re case status/next steps.	0.20	375.00
2/14/23	JHB	Provide comments to internal meeting agenda (.2).	0.20	263.00
2/15/23	CAD	Correspondence w/ K. Patel (Ducera), T. Goren regarding Hut 8 and USBTC merger (.2); review/analyze Ducera presentation to Committee regarding same (.2); participate in weekly call w/ Debtors' professionals (matters discussed -- liquidity/budget variance update; asset sales update; business plan status; upcoming KERP motion; motion for appointment of equity committee; upcoming hosting contract rejection motion) (.8); participate in weekly Willkie internal meeting (matters discussed -- recap of today's call w/ Committee's professionals; agenda for	1.80	2,484.00

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		tomorrow's Committee meeting; legal research projects (.2); correspondence w/ E. Wayne regarding final revisions to agenda for tomorrow's Committee meeting agenda (.2); correspondence w/ J. Burbage, E. Wayne regarding materials for tomorrow's Committee meeting (.2).		
2/15/23	T G	Call w/ Debtors' professionals re equity committee motion, sale process status, cash update (.8); follow-up call w/ UCC professionals re same/UCC call topics (.7).	1.50	2,812.50
2/15/23	JHB	Attend weekly call with Debtors' professionals (.8), Ducera (in part) (.5) and internal team call (.2) to discuss various open workstreams, equity committee, asset sales, budget.	1.50	1,972.50
2/15/23	JCD	Participate in UCC professionals' conference call re: case status, equity committee, asset sales.	0.90	1,845.00
2/15/23	J H	Call w/ Debtor & UCC professionals re: budget update, asset sales, business plan (.8); follow-up call w/ UCC professionals (in part) (.6).	1.40	2,275.00
2/15/23	J S	Conduct intellectual property search.	0.20	59.00
2/15/23	M M	Participate in weekly call with PJT and Weil re: budget update, asset sales, business plan status, equity committee (.8); participate in follow up call with Willkie and Ducera re: same/strategy (.8).	1.60	3,000.00
2/20/23	CAD	Correspondence w/ A. Gupta (Ducera) regarding Debtors' variance report for four weeks ended 2/10 (.1) and review/analyze same (.1).	0.20	276.00
2/21/23	CAD	Review/analyze draft agendas for tomorrow's internal Willkie meeting (.1) and 2/23 Committee meeting (.1); correspondence w/ J. Burbage, E. Wayne regarding same and comments (.2).	0.40	552.00
2/21/23	E W	Draft and revise agendas for 2.22 internal and 2.23 Committee meeting.	1.80	1,224.00
2/21/23	JHB	Provide E. Wayne with comments to internal meeting agenda.	0.20	263.00
2/21/23	A A	Prepare materials for attorney review i/c/w upcoming case deadlines.	0.80	432.00

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2/21/23	M M	Participate in call w/ Ducera re: preferential payments and other case matters.	0.40	750.00
2/22/23	J H	Call w/ Debtor/UCC professionals re: case status, equity committee motion (.5); follow-up call w/ UCC professionals (.3).	0.80	1,300.00
2/22/23	E W	Finalize agenda for 2.23 Committee meeting.	0.20	136.00
2/22/23	CAD	Participate in weekly call w/ Debtors' professionals (matters discussed -- liquidity update; business plan status; motion to appoint official equity committee and Debtors' position; Debtors' draft omnibus contract rejection and KERP motions).	0.50	690.00
2/22/23	T G	Call w/ Debtor professionals re update on business plan, equity committee motion, sale process (.5); follow-up call w/ UCC professionals re same (.3).	0.80	1,500.00
2/22/23	JHB	Prepare for (.2) and attend meeting (.5) with Debtors' professionals re: business plan, equity committee motion, sale process (.7); coordinate call with Alix re: intercompany debt analysis (.1).	0.80	1,052.00
2/23/23	CAD	Correspondence w/ internal working group regarding preparation for 2/27 and 2/28 hearings (.3); subsequent correspondence w/ B. Miller, internal working group regarding adjournment of 2/27 and 2/28 hearings to 3/1 (.3).	0.60	828.00
2/23/23	JHB	Update internal task list (.3) and correspondence with E. Wayne re: post-petition interest research assignment (.3).	0.60	789.00
2/23/23	B M	Discussions with the Ad Hoc Bondholder Group regarding the Equity Committee Motion.	0.70	1,435.00
2/23/23	J H	Call w. J. Ruff re: equity committee motion.	0.30	487.50
2/23/23	E W	Correspondence with Willkie team and Committee re new 3/1 hearing date.	0.10	68.00
2/24/23	CAD	Correspondence w/ Ducera, PJT teams regarding outstanding diligence requests.	0.20	276.00
2/24/23	JBK	Confer with J. Burbage re equity committee motion and case strategy.	0.40	750.00
2/25/23	B M	Review/analyze Ad Hoc Group objection to the Equity Committee Motion and discovery	1.40	2,870.00

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2/27/23	CAD	correspondence. Correspondence w/ Ducera/PJT teams regarding outstanding diligence requests and self-mining vs hosting inquiries.	0.20	276.00
2/27/23	E W	Draft exhibit and witness list for 3/1 hearing (.4); correspondence w/ Willkie team re same (.1); update internal notice of appearance tracker (.8); review/analyze filed B. Riley Credit Agreement (.2), Gaylor mechanics lien (.2), and Harper mechanics lien (.2).	1.90	1,292.00
2/27/23	J B	Review and provide comments to Committee draft exhibit and witness list for forthcoming hearing (.6); corr. with internal team re same (.1).	0.70	721.00
2/28/23	CAD	Correspondence w/ PJT, Ducera, Weil teams regarding outstanding Committee diligence requests (.2); correspondence w/ internal working group regarding Weil request for confidentiality provisions of Committee by-laws and signature pages (.2); correspondence w/ internal working group, PJT, Ducera regarding tomorrow's call w/ Debtors' professionals (.3); correspondence w/ internal working group regarding agendas for tomorrow's internal Willkie weekly meeting (.1) and 3/2 Committee meeting (.1) and review/analyze same (.2).	1.10	1,518.00
2/28/23	E W	Draft agendas for 3/1 internal and 3/2 Committee meeting.	0.70	476.00
2/28/23	T G	Correspondence w/ Weil and Willkie team re professionals update call.	0.20	375.00
2/28/23	JHB	Coordinate rescheduling of Debtors professionals call (.2); provide E. Wayne comments to internal meeting agenda (.2).	0.40	526.00
Sub-Total			48.20	62,577.50

Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/1/23	E W	Review/analyze case law re when debt is	0.80 \$	544.00

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		incurred.		
2/2/23	CAD	Correspondence w/ J. Goltser (Weil), J. Burbage regarding current draft of Debtors' stipulation w/ NYDIG regarding transfer of collateral in exchange for extinguishment of debt (.2) and review/analyze same (.2); review/analyze docket and notices of filing/perfection of mechanic's liens (.4); correspondence w/ E. Wayne regarding tracking chart regarding same (.2); correspondence w/ internal working group regarding convertible noteholders' security/perfection documents and lien searches (.3).	1.30	1,794.00
2/9/23	E W	Draft overview of prepetition capital structure.	1.40	952.00
2/9/23	JHB	Coordinate development of capital structure overview chart w/ E. Wayne.	0.30	394.50
2/10/23	CAD	Correspondence w/ E. Wayne regarding mechanic's lien chart/tracker (.1) and brief review/analysis of same (.2).	0.30	414.00
2/10/23	JHB	Provide comments to capital structure overview chart.	1.20	1,578.00
2/11/23	CAD	Correspondence w/ D. Sudama (Weil) regarding draft of bar date motion (.1); correspondence w/ J. Burbage, J. Brandt regarding same and next steps/comments (.2).	0.30	414.00
2/11/23	JHB	Coordinate J. Brandt review of the Bar Date Motion.	0.20	263.00
2/11/23	J B	Review/analyze Debtors' draft proposed bar date order (.4) and conduct research re: precedent bar date orders (.7).	1.10	1,133.00
2/12/23	CAD	Review/analyze Debtors' draft bar date motion and proposed order (.4); correspondence w/ J. Brandt, J. Burbage regarding same and comments/proposed additional revisions to proposed bar date order (.6); correspondence w/ internal working group regarding same (.3).	1.30	1,794.00
2/12/23	T G	Review/analyze draft bar date motion (.6) and correspondence w/ Willkie team re same (.3).	0.90	1,687.50
2/12/23	J B	Review/analyze and provide comments to draft bar date proposed order (1.7); multiple corr. with internal team re same (.3).	2.00	2,060.00
2/13/23	T G	Review/analyze proposed mark-up of bar date	1.10	2,062.50

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		motion (.4) and correspondence w/ Weil re same (.3); review/analyze DIP Order re noteholder PoC requirements (.4).		
2/13/23	J B	Review/analyze markup of proposed bar date order (.7) and multiple corr. with internal team and Debtors re same (.4).	1.10	1,133.00
2/13/23	CAD	Correspondence w/ internal working group regarding comments to proposed draft bar date order (.4); correspondence w/ J. Brandt, T. Goren, Weil team regarding same (.3).	0.70	966.00
2/13/23	JHB	Review/analyze internal correspondence re: bar date motion.	0.10	131.50
2/14/23	CAD	Correspondence w/ R. Berkovich (Weil), internal working group regarding revisions to draft proposed bar date order (.2); subsequent correspondence w/ Weil team, internal working group regarding additional revisions (.2); correspondence w/ J. Brandt, Weil team regarding same (.1).	0.50	690.00
2/14/23	T G	Revise mark-up of bar date order (.2) and correspondence w/ Willkie team re comments to same (.2).	0.40	750.00
2/14/23	JHB	Review/analyze internal correspondence re: bar date motion.	0.30	394.50
2/22/23	CAD	Correspondence w/ E. Wayne regarding mechanic's lien tracker/chart and updates (.2); review/analyze recently filed notices of mechanic's liens (.2).	0.40	552.00
2/23/23	CAD	Correspondence w/ J. Burbage, J. Brandt, E. Wayne regarding unsecured claims and post-petition interest research.	0.50	690.00
2/23/23	JHB	Calls with J. Hardy (.1) and J. Brandt (.1) re: Celsius claims; review various pleadings re: same (1.1) and corr. w/ J. Hardy (.3).	1.60	2,104.00
2/24/23	CAD	Correspondence w/ J. Burbage, J. Hardy regarding Celsius timeline and alleged claim.	0.30	414.00
Sub-Total			18.10	22,915.50

Employment and Fee Applications

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
2/1/23	CAD	Correspondence w/ internal working group regarding PJT retention application and issues (.2); correspondence w/ J. Burbage, J. Brandt, A. Verost (Ducera) regarding Ducera retention application (.3).	0.50	\$	690.00
2/1/23	A A	Review/revise Willkie Retention Application (1.2); corr. w/ J. Korn re: same (.1); corr. w/ Willkie team re: same (.3).	1.60		864.00
2/1/23	J B	Review/analyze PJT retention application and proposed fee structure (.7); draft summary for internal team re same (1.0).	1.70		1,751.00
2/1/23	JHB	Conversations with A. Verost (Ducera) and B. Miller re: PJT retention application (.3); correspondence with J. Brandt re: Ducera retention application (.2).	0.50		657.50
2/2/23	CAD	Correspondence w/ A. Ambeault, J. Burbage, internal working group regarding status/draft of Willkie retention application (.3); review and revise same, proposed order, and supporting declarations (1.3); correspondence w/ internal working group regarding same and comments (.2).	1.80		2,484.00
2/2/23	CAD	Correspondence w/ J. Brandt, J. Burbage, internal working group regarding PJT retention application and proposed fee structure/issues (.3); correspondence w/ J. Burbage, Gray Reed team regarding Gray Reed retention application and timing (.2).	0.50		690.00
2/2/23	A A	Revise Willkie Retention Application per comments from T. Goren and C. Damast.	1.40		756.00
2/2/23	T G	Review/analyze draft Willkie retention application (.6) and supporting declarations (.7).	1.30		2,437.50
2/2/23	JHB	Correspondence with Gray Reed re: retention application.	0.20		263.00
2/3/23	CAD	Review and revise current draft of Willkie retention application (2x) (.8); correspondence w/ A. Ambeault, internal working group regarding same and comments (.3).	1.10		1,518.00
2/3/23	A A	Further revise Willkie retention application per additional comments from attorneys.	0.70		378.00
2/3/23	R S	Assist w/ preparation of investment banker	3.00		945.00

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		retention application.		
2/3/23	J B	Review and provide comments to Ducera draft retention application (1.0); multiple corr. with internal team re same (.3).	1.30	1,339.00
2/4/23	A A	Draft Ducera Retention Application.	3.10	1,674.00
2/4/23	J B	Review and provide comments to Ducera draft retention application.	1.10	1,133.00
2/5/23	CAD	Correspondence w/ J. Brandt regarding draft of Ducera retention application.	0.10	138.00
2/5/23	J B	Revise Ducera proposed retention application (2.9) and corr. with J. Burbage re same (.6).	3.50	3,605.00
2/6/23	CAD	Review and revise draft of Ducera retention application, proposed order, and supporting declaration (2x) (1.7); correspondence w/ J. Brandt regarding same and comments (.2); correspondence w/ J. Brandt, M. Feinberg (Ducera) regarding same (.2); review/analyze M. Feinberg (Ducera) comments to A. Verost declaration in support of Ducera retention application (.3); correspondence w/ J. Burbage regarding same (.2); correspondence w/ internal working group regarding draft of Willkie retention application and timing (.2); correspondence w/ J. Burbage, M. Fink (Weil) regarding Committee professionals' retention applications (.1); correspondence w/ J. Burbage, P. Trompeter (Sphere 3D) regarding Willkie and Ducera retention applications and next steps (.1); correspondence w/ J. Burbage, J. Ruff (US Trustee) regarding same (.1).	3.10	4,278.00
2/6/23	JHB	Provide comments to Ducera retention application (1.5); review Ducera comments to retention application (.8); call with M. Feinberg (Ducera) re: same (.3); circulate draft retention applications to Committee chair (.5) and US Trustee (.3).	3.40	4,471.00
2/6/23	J B	Multiple corr. with internal team and Ducera re Ducera retention application (.9); provide proposed revisions to same (.5); further revise Ducera draft retention application (.8).	2.20	2,266.00
2/7/23	CAD	Correspondence w/ M. Feinberg, J. Burbage/J. Brandt regarding revisions to Ducera retention	0.80	1,104.00

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		application (.3) and review/analyze same (2x) (.4); discuss same w/ J. Brandt (.1).		
2/7/23	T G	Review/analyze Willkie and Ducera retention applications.	0.80	1,500.00
2/7/23	JHB	Review and provide comments to Ducera retention application (.9); correspondence with J. Brandt and C. Damast re: same (.4).	1.30	1,709.50
2/7/23	A A	Review/revise Willkie retention application.	0.40	216.00
2/7/23	J B	Review and revise Ducera retention application (1.9); multiple corr. with internal team re same (.3)	2.20	2,266.00
2/8/23	CAD	Correspondence w/ M. Feinberg (Ducera), internal working group regarding sign off on Ducera retention application and filing today (.2); discuss same and Willkie retention application w/ J. Brandt (.1); correspondence w/ internal working group regarding final revisions to and filing of Willkie retention application (.3).	0.60	828.00
2/8/23	T G	Review/revise Willkie and Ducera fee applications for filing.	0.50	937.50
2/8/23	A A	Revise Willkie retention application (.3); prepare same for filing (.6); prepare Ducera retention application for filing (.6); file and serve Willkie and Ducera retention application (.7); corr. w/ Willkie team re: same (.3).	2.50	1,350.00
2/22/23	CAD	Review/analyze US Trustee's comments to proposed Willkie retention order (.1); correspondence w/ internal working group regarding same and comments/revisions (.3) and next steps (.2); correspondence w/ internal working group, Ducera regarding US Trustee no objection to Ducera retention application/proposed order (.1).	0.70	966.00
2/22/23	E W	Revise Willkie proposed retention order.	0.50	340.00
2/22/23	JHB	Correspondence with E. Wayne (.2) and Ducera (.1) re: retention applications.	0.30	394.50
2/27/23	CAD	Correspondence w/ L. Webb (Gray Reed), P. Trompeter (Square 3D) regarding draft of Gray Reed retention application.	0.10	138.00
2/27/23	T G	Correspondence w/ A. Verost (Ducera) and B.	0.60	1,125.00

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2/28/23	CAD	Miller re Ducera retention app (.2); review/analyze Gray Reed retention app (.4). Correspondence w/ P. Trompeter (Sphere 3D), internal working group regarding finalizing Gray Reed retention application.	0.10	138.00
2/28/23	E W	Review/analyze Gray Reed retention application.	0.10	68.00
Sub-Total			43.60	45,418.50

Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/1/23	CAD	Review/analyze correspondence w/ B. Miller, A. Verost (Ducera) regarding list of convertible noteholders' fees under DIP financing (.2); correspondence w/ B. Miller, C. Sisco regarding preparation for today's DIP hearing (.2); review/analyze ad hoc group's response to Debtors' emergency motion for replacement DIP financing and Committee's objection to certain requests of original DIP lenders (.3); correspondence w/ internal working group regarding required legal research regarding same (.2); correspondence w/ A. Cohen (Weil), internal working group, Paul Hastings team regarding current draft of proposed interim replacement DIP order (.1) and review/analyze same (.3); correspondence w/ J. Mezzatesta (Weil) regarding final version of draft replacement DIP interim order (.1) and review/analyze same (.1).	1.50	\$ 2,070.00
2/1/23	T G	Review/analyze converts response re termination fee (.6) and review/analyze responses to same w/ team (.7); review/analyze further revised drafts of replacement DIP order (.9).	2.20	4,125.00
2/1/23	A A	Assist w/ preparation of materials for DIP hearing.	1.40	756.00
2/1/23	JHB	Prepare for Replacement DIP hearing.	2.50	3,287.50

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2/1/23	B M	Review and comment on the final DIP order and credit agreement (1.4); prepare memorandum regarding the results of the DIP hearing (.4); discussions with the DIP lender and the Debtors regarding the termination of the RSA and go forward milestones (1.2).	3.00	6,150.00
2/1/23	M M	Corr. w/ Willkie team for prep re: hearing on DIP.	0.80	1,500.00
2/2/23	T G	Review/analyze DIP Order.	0.70	1,312.50
2/2/23	B M	Review and comment on the DIP Order and credit documents (2.1); discussions with Gray Reed regarding the UCC review period for the DIP lender (.8).	2.90	5,945.00
2/2/23	M M	Respond to emails with Willkie team re: convertible note documents and lien review (.2); call with J Hardy re: same (.5).	0.70	1,312.50
2/6/23	T G	Review/analyze DIP Order re investigation questions (.4) and correspondence w/ J. Brookner re same (.2).	0.60	1,125.00
2/6/23	B M	Review and comment on the DIP Order and Credit Agreement for the replacement DIP financing (2.4); correspondence with the Debtors regarding the replacement DIP financing and the termination of the RSA with the Ad Hoc Group (.8).	3.20	6,560.00
2/7/23	T G	Correspondence w/ J. Brookner (Gray Reed) re investigation language in order.	0.20	375.00
2/8/23	MDA	Call with J. Hardy re: perfection check on NPA collateral (0.4); review of lien searches and security documents with respect thereto (0.5); call with E. Saunders on preparation of perfection chart (0.4).	1.30	1,709.50
2/8/23	EWS	Correspondence with Willkie team regarding document review re: DIP order investigation.	0.30	259.50
2/9/23	MDA	Analysis of NPA security agreements, IPSAs and Core Scientific Inc. lien search reports in connection with perfection check of collateral.	1.50	1,972.50
2/9/23	EWS	Draft summary of collateral perfection materials.	1.00	865.00
2/10/23	MDA	Review/analysis of lien search results and security agreements (.5), call with E. Saunders re: perfection check chart (.3).	0.80	1,052.00

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2/10/23	EWS	Correspondence with Willkie team re: collateral perfection review.	0.40	346.00
2/12/23	EWS	Draft collateral perfection review materials.	0.10	86.50
2/13/23	EWS	Draft collateral perfection review summary.	3.30	2,854.50
2/13/23	MDA	Call with E. Saunders on collateral perfection check updates (.2), review/analysis of draft perfection chart and lien search results with respect thereto (.5).	0.70	920.50
2/13/23	E W	Correspondence with M. Mansfield re original DIP pleadings.	0.20	136.00
2/14/23	EWS	Draft collateral perfection review materials.	1.10	951.50
2/14/23	MDA	Coordination with Willkie Bankruptcy and IP teams re: IP perfection check review (.1), multiple corr. with IP team (.3) and call with E. Saunders (.1) with respect thereto.	0.50	657.50
2/15/23	CAD	Review/analyze draft of final DIP order (.3); correspondence w/ J. Burbage, T. Goren regarding same and comments (.2).	0.50	690.00
2/15/23	MDA	Calls with E. Saunders on collateral perfection check (.1) and review/analysis of diligence materials with respect thereto (.3).	0.40	526.00
2/15/23	T G	Review/analyze updated DIP Order (.6) and correspondence w/ Willkie team re same (.3).	0.90	1,687.50
2/15/23	JHB	Review/analyze final DIP order (.4) and correspondence with T. Goren re: same (.3).	0.70	920.50
2/16/23	CAD	Review/analyze current draft of final DIP order (.3) and correspondence w/ T. Goren, J. Burbage regarding same (.3); correspondence w/ J. Burbage, J. Goltser (Weil) regarding same (.1).	0.70	966.00
2/16/23	MDA	Review/analyze perfection check materials (.5), coordination with J. Hardy with respect thereto (.1).	0.60	789.00
2/16/23	JHB	Corr. with B. Miller and T. Goren re: comments to DIP Order (.4); calls with Weil (.3), Gray Reed (.2), and Choate re: same (.4); update call with T. Goren summarizing open issues (.4).	1.70	2,235.50
2/16/23	T G	Review/analyze further updated draft of DIP Order (.9) and confer w/ J. Burbage re same (.2); review/analyze draft credit agreement (.6)	1.90	3,562.50

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		and correspondence w/ Willkie team re review of same (.2).		
2/17/23	CAD	Correspondence w/ Weil team, internal working group regarding draft of DIP credit agreement and timing.	0.20	276.00
2/17/23	MDA	Analysis of replacement DIP credit agreement and preparation of issues summary (1.9); call with O. Deb re: collateral perfection check (.3) and corr. with IP specialists on analysis of IP searches and PTO filings (0.1).	2.30	3,024.50
2/17/23	B M	Review and comment on the final financing credit agreement (1.3); correspondence with the Debtors regarding DIP issues (.4).	1.70	3,485.00
2/17/23	T G	Correspondence w/ J. Brookner (Gray Reed) and team re analysis of DIP credit agreement.	0.30	562.50
2/17/23	JHB	Coordinate review of DIP Credit Agreement.	0.30	394.50
2/17/23	M M	Corr. w/ M Arena re: scope of B Riley DIP credit agreement review (0.2); review/analyze same (1.2); review M. Arena analysis re: comments to Credit Agreement (0.2).	1.60	3,000.00
2/18/23	MDA	Analysis of replacement DIP credit agreement and preparation of issues summary (1.0); corr. with M. Mansfield re: same (.2).	1.20	1,578.00
2/20/23	CAD	Review/analyze current draft of final DIP order (.3) and correspondence w/ J. Burbage, T. Goren regarding same (.2).	0.50	690.00
2/20/23	T G	Review/revise further updated drafts of DIP Order (.6); correspondence w/ J Burbage re same (.3); correspondence w/ Willkie team re review of DIP Agreement (.3).	1.20	2,250.00
2/20/23	JHB	Coordinate production of DIP schedules to Alix team.	0.10	131.50
2/20/23	JHB	Review/analyze comments to final DIP order (.4) and internal corr. re: same (.3).	0.70	920.50
2/21/23	CAD	Review/analyze current draft of proposed final DIP order (.3); correspondence w/ internal working group regarding same (.2); correspondence w/ internal working group regarding DIP credit agreement revisions (.2); telephone conference w/ Debtors' and DIP Lender's counsel regarding open issues in draft final DIP order (.2).	0.90	1,242.00

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2/21/23	MDA	Analysis of debt and security documentation and notes (.4); draft perfection check summary analysis chart (.3); corr. with J. Burbage (.1) and call with O. Deb re: same (.1).	0.90	1,183.50
2/21/23	T G	Review/analyze proposed additional changes to Final DIP Order (.3) and correspondence w/ J. Burbage re same (.2).	0.50	937.50
2/21/23	JHB	Review/analyze comments to final DIP order (.5); correspondence w/ T. Goren re: same (.1); attend call with Debtors' professionals and equipment financiers re: same (.3).	0.90	1,183.50
2/21/23	M M	Review/analyze M. Arena list of comments on new DIP credit agreement (0.4); finish review of B. Riley DIP Credit Agreement (1.3); corr. w/ UCC advisors re: views on new DIP (0.1).	1.80	3,375.00
2/22/23	CAD	Review/analyze current draft of final DIP order (.2); correspondence w/ internal working group regarding same (.2); correspondence w/ internal working group regarding BlockFi limited objection to replacement DIP financing motion (.1) and review/analyze same (.1); correspondence w/ J. Brandt regarding summary of same (.1).	0.70	966.00
2/22/23	MDA	Call with J. Burbage re: analysis of debt and security documentation and notes, preparation of collateral perfection check summary analysis chart (0.6); follow-up call with O. Deb re: same (0.3).	0.90	1,183.50
2/22/23	O D	Call with M. Arena re: collateral perfection check summary (.3); revise same (.2).	0.50	432.50
2/22/23	J B	Review/analyze as-filed objections to final DIP approval (1.5); draft summaries of objections re same for internal team (1.7); participate in call with Committee and Committee professionals re update on final DIP Hearing and other case updates (.3).	3.50	3,605.00
2/22/23	JHB	Review/analyze objections to DIP financing and coordinate summaries with J. Brandt re: same.	0.20	263.00
2/24/23	CAD	Correspondence w/ J. Brandt regarding Gaylor Electric limited objection to replacement DIP motion.	0.10	138.00
2/24/23	J B	Review/analyze as filed responses re final DIP approval (1.9); corr. to Committee re update on	2.70	2,781.00

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2/27/23	MDA	same (.6). Call with O. Deb re: collateral perfection check progress.	0.30	394.50
2/27/23	O D	Call with M. Arena re: collateral perfection check (.3); draft of collateral perfection check (1.6); review of collateral related diligence items and follow up with IP team (2.7).	4.60	3,979.00
2/28/23	CAD	Review/analyze ad hoc equity group's limited objection to replacement DIP motion (.2); correspondence w/ internal working group regarding same (.1); correspondence w/ J. Brandt regarding summary of B. Riley response to ad hoc equity group limited DIP objection (.1) and review/analyze same (.1).	0.50	690.00
2/28/23	MDA	Analysis of note purchase and security agreements, and lien search results re: perfection check of Core Scientific, Inc. and guarantor collateral (2.1); call with O. Deb re: same (0.6); coordination with Willkie Core working group re: ad hoc equity group developments and prospective filings (0.4).	3.10	4,076.50
2/28/23	T G	Review/analyze equity group objection to DIP and B Riley reply to same.	0.40	750.00
2/28/23	J B	Review/analyze as-filed responses to equity committee motion and final DIP approval (1.2) and draft/circulate summaries to internal team re same (.3).	1.50	1,545.00
2/28/23	O D	Internal correspondence with M. Arena re: collateral perfection check (.6); draft of collateral perfection check and review of all lien UCCs (2.5).	3.10	2,681.50
2/28/23	JHB	Review/analyze Equity Group objection to DIP order (.3) and draft internal correspondence re: same (.1); review/analyze Equity Group objection to adjournment motion (.3); review/analyze discovery from Debtors re: Equity Appointment Motion (.6); review/analyze B. Riley response to Equity Committee motion (.4).	1.70	2,235.50
Sub-Total			77.20	107,661.50

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Other Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/9/23	JCD	Review/analyze draft protective order.	0.80	1,640.00
2/9/23	CAD	Correspondence w/ J. Mezzatesta (Weil), J. Dugan regarding protective order motion and stipulation (.2) and review/analyze same (.2); correspondence w/ A. Ambeault regarding same (.1).	0.50	690.00
2/13/23	JHB	Update call with M. Fink (Weil) re: prepetition litigation issue (.3); corr. Willkie team re: same (.4).	0.70	920.50
Sub-Total			2.00	3,250.50

Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
1/23/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting (1.2); call with S. Friedberg regarding case status (.3); call with B. Lohan (Arnold & Porter) regarding the upcoming hearings (.4); prepare memorandum regarding creditor concerns (.4).	2.30 \$	4,715.00
1/25/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting.	0.90	1,845.00
2/1/23	T G	Review/revise hearing update to UCC.	0.30	562.50
2/1/23	B M	Correspondence with the UCC and individual creditors regarding the DIP hearing results.	0.70	1,435.00
2/1/23	J B	Draft summary of final DIP hearing for Committee members (.4) and multiple corr. with internal team re same (.2).	0.60	618.00
2/2/23	J H	Attend Committee meeting re: DIP hearing, retentions, equity committee motion, and info sharing motion.	0.60	975.00
2/2/23	CAD	Participate in today's Committee meeting (matters discussed -- recap of yesterday's DIP hearing; Debtors' and Committee's	0.80	1,104.00

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		professionals' retention applications; anticipated motion to approve equity committee; Committee information sharing motion; continued section 341 meeting; Debtors' stipulation w/ Tennessee Valley Authority; possible additions to Committee; scheduling meeting w/ Debtors' management) (.6); Committee meeting debrief session w/ B. Miller/T. Goren regarding necessary work streams (.2).		
2/2/23	E W	Participate in the UCC meeting re DIP hearing.	0.60	408.00
2/2/23	T G	Prepare for (.4) and participate on (.6) Committee call re DIP status/next steps; follow up w/ C. Damast and B. Miller (.2).	1.20	2,250.00
2/2/23	JHB	Prepare for (.2) and attend Committee meeting re: DIP, equity committee motion, info sharing motion (.6); review J. Brandt PJT talking points in advance of the meeting (.5).	1.30	1,709.50
2/2/23	B M	Preparation and attendance at the UCC meeting to discuss the DIP hearing and other case issues.	1.30	2,665.00
2/2/23	M M	Attend UCC meeting with advisors re: DIP, other pending motions (in part).	0.50	937.50
2/2/23	JCD	Attend conference call with UCC to discuss hearing on objection to DIP termination fee and strategy going forward.	1.00	2,050.00
2/2/23	CAS	Participate in call with committee re: DIP, equity committee motion, discovery issues.	0.60	750.00
2/2/23	J B	Participate in meeting with committee members and advisors re recap of final DIP hearing and other case updates.	0.60	618.00
2/3/23	CAD	Correspondence w/ J. Burbage, Committee members regarding summary of ad hoc equity group's motion to appoint equity committee (.1) and review/analyze same (.1).	0.20	276.00
2/3/23	T G	Correspondence w/ new UCC members re initial case update.	0.30	562.50
2/3/23	JHB	Correspondence to new Committee members re: introduction/case update (.5); coordinate distribution of related materials (.9).	1.40	1,841.00
2/3/23	M M	Review and respond to corr. re: new committee members and communications to same.	0.30	562.50
2/6/23	CAD	Participate in today's weekly Committee	0.60	828.00

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		professionals' call (matters discussed -- motion for appointment of official equity security holders committee; lien investigation status; mechanic's lien tracker; Schedules and Statements of Financial Affairs; continued 341 meeting; information sharing motion; Committee retention applications; timing of future Committee meetings).		
2/6/23	E W	Draft agenda for 2.7 UCC meeting (.2); attend UCC Professionals call re equity holders' motion and pleadings to file this week (.5).	0.70	476.00
2/6/23	JHB	Correspondence with new Committee members re: onboarding issues (.4); attend Committee professionals meeting re: lien investigation, Schedules and Statements, 341 meeting, retention applications (.6); review/analyze SOFA and Schedule summaries for Committee members (.4) and provide E. Wayne with comments re: same (.2).	1.60	2,104.00
2/6/23	J H	Participate in meeting w/ Committee professionals re: Equity Committee motion, lien investigation status, retention applications.	0.50	812.50
2/6/23	T G	Call w/ new UCC members re case status (.5); call w/ Ducera re UCC call topics, business plan status, etc. (.6); review and revise agenda for UCC call (.3).	1.40	2,625.00
2/6/23	B M	Discussions with the new UCC members regarding the Bylaws, case status and upcoming issues for the UCC.	0.80	1,640.00
2/6/23	CAS	Participate in call with committee professionals re: discovery, lien investigation (.6); follow up w/ Willkie team re: same (.1).	0.70	875.00
2/6/23	J B	Participate in call with Committee professionals re: equity shareholders motion for official committee, sale process update, and other case updates (in part).	0.50	515.00
2/7/23	J H	Call w/ UCC re: equity committee motion, sale process update, retentions.	0.50	812.50
2/7/23	CAD	Participate in today's Committee meeting (matters discussed -- welcome to new Committee members; timing of future Committee meetings; motion for appointment of equity committee; Ducera sale process	0.90	1,242.00

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		update; filing of Schedules and Statements of Financial Affairs; Committee information sharing motion; Committee professionals' retention applications) (.5); correspondence w/ E. Wayne, T. Goren, Committee members regarding Debtors' Schedules and Statements and updates (.4).		
2/7/23	T G	Prepare for (.2) and participate on (.5) Committee call re equity committee motion; sale process update.	0.70	1,312.50
2/7/23	JHB	Prepare for (.1) and attend Committee meeting (.5) re: equity committee motion; sale process update.	0.60	789.00
2/7/23	J B	Participate in call with Committee and Committee professionals re equity shareholders motion for an official committee and other case updates	0.50	515.00
2/7/23	M M	Review/analyze Statements of Financial Affairs summary in prep for meeting (.3); participate in UCC meeting re: same and other case issues (.5).	0.80	1,500.00
2/8/23	CAD	Participate in weekly call w/ Committee's professionals (matters discussed -- recap of today's call w/ Debtors' professionals; lien search issues; agenda for tomorrow's Committee meeting).	0.40	552.00
2/8/23	T G	Review and revise agenda for UCC call.	0.20	375.00
2/8/23	M M	Meeting with UCC professionals re: lien search, Committee meeting, case status.	0.40	750.00
2/8/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting.	1.30	2,665.00
2/8/23	J B	Participate in call with Debtors' and UCC professionals re: lien search issues; Committee meeting agenda (.4); participate in internal call with Committee professionals re case updates (.4).	0.80	824.00
2/8/23	CAS	Prepare for (.1) and participate in committee professionals call (.4) re: lien investigation, diligence, case status.	0.50	625.00
2/8/23	J H	Participate in meeting w/ UCC professionals re: sale process update, Equity Committee motion, SOFAs and Schedules (in part).	0.30	487.50

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2/9/23	J H	Participate in UCC weekly meeting re: business plan update, asset sale status, upcoming deadlines.	0.50	812.50
2/9/23	CAD	Participate in today's Committee meeting (matters discussed -- recap of yesterday's call w/ Debtors' professionals -- business plan update; asset sales status; Debtors' filed and upcoming motions).	0.50	690.00
2/9/23	JHB	Attend Committee meeting re: business plan update, asset sale status, upcoming filings.	0.50	657.50
2/9/23	T G	Prepare for (.4) and participate on (.5) Committee call re business plan update; equity committee motion, next steps; follow-up discussion w/ Willkie team re same (.5); correspondence w/ team re continued 341 meeting (.3).	1.70	3,187.50
2/9/23	M M	Attend meeting with UCC and advisors re: business plan update, equity committee motion, lien investigation and upcoming motions.	0.50	937.50
2/9/23	J B	Participate in meeting with Committee and Committee professionals re update on equity committee motion and other case updates.	0.50	515.00
2/9/23	E W	Participate in UCC meeting re sale process and equity committee motion.	0.50	340.00
2/14/23	T G	Review and revise draft agenda for UCC meeting.	0.20	375.00
2/14/23	JHB	Review/analyze Ducera presentation re: recent merger of digital asset mining companies.	0.30	394.50
2/14/23	M M	Review/analyze agenda for creditor meeting (.1); corr. with Willkie team re: prep for same and advisor's meeting (.3).	0.40	750.00
2/15/23	CAD	Participate in weekly call w/ Committee's professionals (matters discussed -- recap of today's call w/ Debtors' professionals; Hut8/USBTC merger; draft of agenda for tomorrow's Committee meeting) (.8); correspondence w/ Ducera team, internal working group regarding materials for tomorrow's Committee meeting (.2).	1.00	1,380.00
2/15/23	T G	Review and revise agenda for UCC call (.2); correspondence w/ Ducera re HUT8 materials for UCC (.4).	0.60	1,125.00
2/15/23	B M	Review and comment on the agenda, exhibits	1.70	3,485.00

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		and handouts for the UCC meeting (1.2); call with Rosenthal regarding case status (.2); call with J. Brookner (Gray Reed) regarding UCC meetings (.3).		
2/15/23	CAS	Participate in Core committee professionals meetings re: Hut 8/USBTC merger, meeting w/ UCC (in part).	0.70	875.00
2/15/23	J B	Participate in call with UCC professionals re: non-core real estate asset sales, and other case updates.	0.80	824.00
2/16/23	CAD	Prepare/review materials for (.1) and participate in (.7) weekly Committee meeting (matters discussed -- update from yesterday's call w/ Debtors' professionals; response to equity committee motion; bar date motion; Ducera update).	0.80	1,104.00
2/16/23	B M	Preparation (.1) and attendance at (.7) the UCC meeting to discuss equity committee motion, bar date motion; call with Rosenblatt regarding equipment lender issues (.3); correspondence with Tether regarding next steps in the case (.3).	1.40	2,870.00
2/16/23	T G	Prepare for (.4) and participate on (.7) Committee call re status of business plan, asset sales, equity committee response; follow-up discussion w/ internal team re same (.4).	1.50	2,812.50
2/16/23	JHB	Prepare for (.3) and attend (.7) Committee meeting re: equity committee motion, asset sales, and Ducera presentation.	1.00	1,315.00
2/16/23	R S	Assist w/ research re: potential Chapter 11 plan	0.60	189.00
2/16/23	M M	Comment on agenda for UCC meeting (0.1); participate in meeting with UCC and advisors re: equity committee motion, asset sales, Ducera presentation (0.7); follow-up w/ Willkie team on actions post meeting (0.4).	1.20	2,250.00
2/16/23	E W	Review and analyze case law re priority of liens.	2.10	1,428.00
2/17/23	J H	Call from Bill Kingman re: creditor update.	0.20	325.00
2/22/23	CAD	Participate in weekly call w/ Committee's professionals (matters discussed -- recap of today's call w/ Debtors' professionals; task list; agenda for tomorrow's Committee meeting).	0.30	414.00

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2/22/23	T G	Review and revise agenda for UCC call.	0.30	562.50
2/22/23	CAS	Participate in call with UCC professionals re: task list, upcoming filings, equity committee motion (.3); follow up w/ Willkie litigation team re: same (.7).	1.00	1,250.00
2/23/23	E W	Attend UCC meeting re equity committee motion and valuation.	0.50	340.00
2/23/23	CAD	Participate in weekly Committee meeting (matters discussed -- equity committee motion and Committee's statement; 2/27 final DIP hearing and form of final DIP order/credit agreement; draft of Debtors' KERP motion; Ducera update) (.5); discuss same and next steps w/ B. Miller (.2); correspondence w/ J. Burbage, Committee members regarding status of motion to appoint equity committee, adjourned hearing, and Committee's statement (.1).	0.80	1,104.00
2/23/23	T G	Prepare for (.3) and participate on (.5) Committee call re: final DIP hearing, KERP motion, Ducera update; call w/ J. Burbage re same (.2); review/analyze Ducera materials for call (.4).	1.40	2,625.00
2/23/23	JHB	Prepare for (1.2) and attend Committee call re: final DIP hearing, KERP motion, Ducera update (.5); draft update to Committee re: equity committee statement (.4).	2.10	2,761.50
2/23/23	J B	Participate in call with Committee re forthcoming KERP motion and other case updates.	0.50	515.00
2/23/23	J H	Participate in UCC meeting re: final DIP hearing, KERP motion, and case update.	0.50	812.50
2/23/23	M M	Participate in meeting with UCC and advisors re: KERP motion, DIP hearing, case updates (0.5); review and follow up corr. w/ Willkie team re: action items from same (0.4).	0.90	1,687.50
2/26/23	JHB	Draft update to Committee re: equity committee litigation.	0.30	394.50
2/28/23	J B	Corr. with Debtors and internal team re Debtors' request for UCC bylaws.	0.30	309.00
2/28/23	JHB	Corr. w/ committee member re: claim inquiry.	0.20	263.00

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Sub-Total	58.50	89,890.00
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Non-Working Travel (billed at 50%)

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
2/1/23	T G	Return travel from Houston for hearing (3.6 of 7.2).	3.60	\$	6,750.00
2/1/23	JHB	Travel back from Houston for replacement DIP hearing (3.0 of 6.0).	3.00		3,945.00
2/1/23	JCD	Travel back to New York from Houston, Texas (2.2 of 4.5).	2.20		4,510.00
		Sub-Total	8.80		15,205.00

Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
2/10/23	T G	Review/analyze notice of termination of RSA (.2) and correspondence w/ UCC re same (.2); review/analyze capital structure analysis (.5).	0.90	\$	1,687.50
2/10/23	CAD	Review/analyze Debtors' notice of RSA termination (.1); correspondence w/ internal working group regarding same (.1); correspondence w/ J. Brandt, Committee members regarding same (.1).	0.30		414.00
2/17/23	R S	Conduct legal research re: plan confirmations.	0.50		157.50
		Sub-Total	1.70		2,259.00

Relief from Stay and Adequate Protection

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
2/28/23	CAD	Correspondence w/ internal working group regarding Toyota motion for relief from stay and summary (.2) and review/analyze motion	0.40	\$	552.00

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2/28/23	E W	(.1) and summary (.1). Review and analyze Toyota Industries' motion for relief from the automatic stay.	0.30	204.00
Sub-Total			0.70	756.00

Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/1/23	CAD	Correspondence w/ internal working group regarding Debtors' December 2022 filed monthly operating report.	0.10 \$	138.00
2/1/23	E W	Organize and distribute monthly operating reports.	0.20	136.00
2/2/23	CAD	Correspondence w/ E. Wayne, Ducera team regarding Debtors' filed monthly operating reports for December 2022.	0.10	138.00
Sub-Total			0.40	412.00

Valuation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/20/23	JHB	Provide E. Wayne with feedback re: collateral valuation research.	0.80 \$	1,052.00
2/21/23	B M	Correspondence with Ducera regarding valuation issues.	0.40	820.00
2/23/23	E W	Review and analyze case law re valuation methods and timing (4.5); draft internal memo re same (1.6).	6.10	4,148.00
2/24/23	E W	Review and analyze case law re specific valuation methods (4.0); revise internal memo re same (2.5).	6.50	4,420.00
2/25/23	E W	Revise memo re Section 506 research.	1.30	884.00
2/26/23	E W	Review and analyze case law re valuation disputes.	2.00	1,360.00
2/27/23	E W	Review and analyze case law re fixture valuations.	1.00	680.00

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2/27/23	JHB	Review/analyze E. Wayne 506(a) research and case law.	0.70	920.50
Sub-Total			18.80	14,284.50

Discovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/6/23	BMW	Corr. w/ Willkie team re: debtors' production and operational updates.	0.10	\$ 131.50
2/10/23	T G	Review and analyze draft protective order.	0.40	750.00
2/26/23	T G	Correspondence w/ Weil and Willkie team re ad hoc discovery requests.	0.40	750.00
2/27/23	CAD	Correspondence w/ internal working group regarding discovery/depositions related to ad hoc noteholder group objection to motion to appoint equity committee (.3); correspondence w/ J. Burbage, T. Tsekerides (Weil) regarding same (.2); correspondence w/ C. Sisco, internal working group regarding same (.2); correspondence w/ J. Burbage, R. Meisler (Skadden) regarding same (.1); review/analyze ad hoc noteholder group and ad hoc equity group witness lists (.2); correspondence w/ internal working group regarding preparation of Committee witness list for same (.2).	1.20	1,656.00
2/27/23	B M	Correspondence with the Debtors and the ad hoc groups regarding discovery related to the Equity Committee Motion (.8); prepare memorandum regarding UCC involvement in the related discovery (.4).	1.20	2,460.00
2/27/23	T G	Correspondence w/ Weil/Skadden re convert discovery requests.	0.40	750.00
2/27/23	CAS	Corr. w/ Weil/Skadden re equity committee discovery (.2); coordinate with LTS on accessing and reviewing document production (.6).	0.80	1,000.00
2/28/23	CAD	Correspondence w/ internal working group regarding documents produced by Debtors regarding motion to appoint equity committee	0.50	690.00

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2/28/23	S R	(.3); correspondence w/ J. Brandt regarding Debtors' document production and review (.2). Prepare document production for attorney review.	0.20	71.00
2/28/23	J B	Review/analyze Debtors' production re equity committee motion (2.0) and corr. with internal team re same (.5).	2.50	2,575.00
2/28/23	E W	Review/analyze discovery responses re equity committee motion.	0.50	340.00
Sub-Total			8.20	11,173.50

Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
2/1/23	CAD	Participate in today's omnibus hearing (Debtors' motion to approve replacement DIP financing and Debtors' motion to sell Bitmain coupons) (1.6); review and revise summary of same for Committee (.2) and correspondence w/ J. Burbage, J. Brandt regarding same (.2).	2.00	\$	2,760.00
2/1/23	E W	Attend hearing re interim DIP order.	1.50		1,020.00
2/1/23	J H	Prepare for 2/1/23 DIP hearing (1.7); attend 2/1/23 DIP hearing (1.6).	3.30		5,362.50
2/1/23	T G	Prepare for (1.1) and participate in (1.6) replacement DIP hearing; follow-up discussion w/ Willkie team re same/next steps (1.2).	3.90		7,312.50
2/1/23	M M	Attend DIP replacement hearing (1.6); follow up w/ Willkie team re: same (.4).	2.00		3,750.00
2/1/23	JBK	Prepare for (.4) and attend DIP replacement hearing (1.6).	2.00		3,750.00
2/1/23	CAS	Attend interim DIP hearing.	1.50		1,875.00
2/1/23	J B	Attend hearing re approval of emergency DIP motion on a final basis.	1.50		1,545.00
2/1/23	BMW	Prepare for (1.1) and attend (1.6) hearing for Debtors' replacement debtor-in-possession agreement.	2.70		3,550.50
2/1/23	JHB	Attend replacement DIP hearing (1.5); coordinate summary of hearing with J. Brandt	1.80		2,367.00

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2/1/23	B M	(.3). Preparation (2.8) and attendance at (1.5) the DIP financing hearing.	4.30	8,815.00
2/1/23	JCD	Prepare for (3.5) and participate in (1.5) hearing on objections to DIP termination fee.	5.00	10,250.00
Sub-Total			31.50	52,357.50

First and Second Day Motions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/3/23	CAD	Correspondence w/ R. Aurand (Alix) regarding reporting required under critical vendor, taxes, wages, insurance, and cash management orders (.1) and review/analyze same (.2).	0.30 \$	414.00
2/6/23	CAD	Correspondence w/ R. Aurand (Alix) regarding Bitcoin transactions report pursuant to cash management order (.1) and review/analyze same (.1).	0.20	276.00
2/10/23	CAD	Correspondence w/ R. Aurand (Alix), internal working group regarding weekly bitcoin transactions report in accordance w/ cash management order (.1) and review/analyze same (.1).	0.20	276.00
2/28/23	CAD	Correspondence w/ R. Aurand (Alix) regarding reporting under various first day orders (.1) and review/analyze same (.2).	0.30	414.00
2/28/23	T G	Review/analyze first day payment matrices.	0.60	1,125.00
Sub-Total			1.60	2,505.00

Claims Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/16/23	E W	Attend UCC meeting re asset sales and current events in the crypto space.	0.60 \$	408.00
Sub-Total			0.60	408.00

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Lien Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/2/23	JHB	Corr. w/ Weil re: lien perfection evidence (.2); correspondence with M. Mansfield and J. Brandt re: same (.3).	0.50	\$ 657.50
2/6/23	JHB	Correspondence with M. Fink (Weil) re: UCC searches (.2); corr. w/ M. Mansfield re: lien searches (.2).	0.40	526.00
2/6/23	T G	Correspondence w/ Willkie team re status of lien investigation/open questions.	0.40	750.00
2/7/23	CAD	Correspondence w/ J. Goltser (Weil), internal working group regarding lien search results.	0.20	276.00
2/7/23	M M	Corr. re: lien analysis with Willkie team and Weil (.2); review/analyze Security Agreement i/c/w same (1.3).	1.50	2,812.50
2/8/23	J H	T/c w/ M. Mansfield re: ad hoc perfection check (.3); follow-up call w/ M. Arena re: same (.4).	0.70	1,137.50
2/8/23	M M	Call with J. Hardy re: lien search (.4); review/analyze lien search documentation (.4); corr. w/ M. Arena and J. Hardy re: same (.1).	0.90	1,687.50
2/14/23	JHB	Coordinate lien search with M. Arena (.2).	0.20	263.00
2/14/23	G D	Review/analysis of IP filings (.4) and corr. w/ Willkie team re same (.2).	0.60	900.00
2/15/23	WWC	Review/analyze patent and trade security filings (.6) and ordered IP search for the entities (.2).	0.80	824.00
2/16/23	CAD	Correspondence w/ internal working group regarding real estate vs. fixtures liens and required research.	0.10	138.00
2/16/23	WWC	Review/analyze IP lien agreements to determine whether all of Company's registered patents and trademarks are covered by the lien agreements (1.4), and checked whether there are other encumbrances on the IPs that would affect the priority of the secured party's interest (4.9).	6.30	6,489.00
2/16/23	M M	Call w/ J. Hardy re: lien review and analysis.	0.40	750.00
2/17/23	E W	Review and analyze case law re fixtures and priority (4.3); draft internal memo re same (.5).	4.80	3,264.00

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2/17/23	CAD	Correspondence w/ internal working group regarding lien investigation/real estate vs. fixtures research.	0.30	414.00
2/17/23	G D	Review/analysis of IP lien searches.	1.30	1,950.00
2/17/23	WWC	Research recorded assignments and security interests against Company's trademarks (.6); respond to questions about the various security interests registered against Company's trademarks and patents (.5); corr. w/ Willkie team re: findings on the assignments and liens against Company's patents and trademarks (.3).	1.40	1,442.00
2/20/23	E W	Review and revise memo re Section 506 research.	0.60	408.00
2/22/23	JHB	Call with M. Arena re: lien investigation issues.	0.50	657.50
2/27/23	WWC	Research security interest perfection and priority.	0.80	824.00
2/27/23	G D	Corr. w/ Willkie team re IP matters.	0.30	450.00
2/28/23	G D	Follow up corr. w/ Willkie team re IP matters.	0.30	450.00
2/28/23	WWC	Review/analyze Core Scientific trademark applications that are "intent to use" applications which are excluded from the Collateral.	0.70	721.00
Sub-Total			24.00	27,791.50

Other Motions/Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/1/23	JHB	Call with M. Fink (Weil) re: TVA stipulation (.3); review/analyze NYDIG stipulation edits (.3).	0.60	\$ 789.00
2/2/23	CAD	Correspondence w/ internal working group regarding status of Committee information sharing motion and next steps (.2); correspondence w/ J. Burbage regarding same and final revisions (.1); correspondence w/ J. Burbage, internal working group regarding Debtors' contemplated KERP motion (.1).	0.50	690.00

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2/2/23	T G	Review/analyze updated information sharing motion (.6); correspondence w/ Willkie team re status of same/discussions w/ Debtors (.3).	0.90	1,687.50
2/2/23	JHB	Call with M. Fink (Weil) re: information sharing motion and future pleadings from the Debtors.	0.40	526.00
2/3/23	CAD	Review/analyze Debtors' filed motion to approve stipulation w/ NYDIG regarding return of equipment in exchange for extinguishment of claim (.2); correspondence w/ internal working group regarding ad hoc equity group's motion to appoint equity committee (.2).	0.40	552.00
2/3/23	T G	Review/analyze NYDIG motion (.4); review/analyze motion to appoint equity committee (.9); and correspondence w/ Willkie team re same (.3).	1.60	3,000.00
2/3/23	A A	Review/analyze ad hoc group Motion to Appoint Official Equity Committee (.3); corr. w/ Willkie team re: same (.1).	0.40	216.00
2/3/23	JHB	Review/analyze motion for official equity committee (.5) and prepare summary to clients re: same (.3).	0.80	1,052.00
2/7/23	CAD	Review/analyze ad hoc equity group's motion to appoint official committee of equity security holders.	0.50	690.00
2/8/23	CAD	Correspondence w/ D. Reyes, M. Fink (Weil) regarding comments to Committee's information sharing motion (.2) and review/revise same (2x) (.4); discuss same w/ T. Goren (.2); correspondence (.2) and discussion (.2) w/ J. Brandt regarding same and final revisions; correspondence w/ J. Brandt, Weil team regarding same (.2).	1.40	1,932.00
2/8/23	T G	Review/analyze Weil comments to UCC info sharing motion (.4); review and revise additional comments to same (.3); review/analyze final draft for filing (.5); review/analyze outline for response to equity committee motion and correspondence w/ J. Burbage and J. Brandt re same (.4).	1.60	3,000.00
2/8/23	M M	Review and respond to case management internal corr. on misc. motions being filed by UCC and Debtor.	0.30	562.50

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2/8/23	JHB	Draft outline to equity committee appointment motion response.	0.70	920.50
2/8/23	A A	Prepare, file and serve Committee information sharing motion.	0.60	324.00
2/8/23	J B	Review and prepare filing version of Committee's information sharing motion (1.6); facilitate filing of same (.3).	1.90	1,957.00
2/8/23	J B	Revise Committee information sharing motion re: Debtors' comments (.6); multiple corr. with internal team re: same (.3).	0.90	927.00
2/9/23	CAD	Correspondence w/ M. Fink (Weil), internal working group regarding Debtors' motion to waive requirement to file Rule 2015.3 reports for non-debtor subsidiaries (.1) and review/analyze same (.1); correspondence w/ A. Ambeault regarding same (.1).	0.30	414.00
2/9/23	JHB	Meeting with T. Goren and J. Brandt re: equity committee appointment motion response.	0.50	657.50
2/9/23	T G	Review/analyze equity committee motion re potential responses to same (.8) and meeting w/ Willkie team re same (.5) .	1.30	2,437.50
2/12/23	JHB	Various corr. with T. Goren, B. Miller and J. Brandt re: bar date motion.	0.30	394.50
2/13/23	CAD	Correspondence w/ J. Burbage, internal working group regarding Debtors' contemplated KERP motion (.1) and Mizrahi motion regarding certain pending litigation (.1).	0.20	276.00
2/15/23	R S	Assist w/ research re: motions to appoint equity committee.	0.60	189.00
2/15/23	J B	Review/analyze equity committee motion for appointment of an official committee and draft Committee reply thereto (6.0); multiple corr. with internal team re same (.6).	6.60	6,798.00
2/16/23	JHB	Revise J. Brandt draft statement in response to Equity Committee Appointment Motion.	3.50	4,602.50
2/16/23	J B	Draft and revise unsecured creditors' committee statement with respect to equity group's motion to appoint an official committee (6.0) and corr. with J. Burbage re same (0.2).	6.20	6,386.00
2/17/23	CAD	Correspondence w/ internal working group regarding initial draft of Committee's response to motion to appoint equity committee (.3); brief review/analysis of same (.3).	0.60	828.00

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2/17/23	B M	Review and comment on the UCC response to the Motion for an Equity Committee (1.2); draft memorandum regarding the equity committee materials (.4).	1.60	3,280.00
2/17/23	T G	Review and revise draft objection to equity committee motion (1.3); call w/ Willkie team re same (.5).	1.80	3,375.00
2/17/23	JHB	Revise draft statement in response to Equity Committee Appointment Motion (1.5); discussion with B. Miller, T. Goren and J. Hardy re: same (.6); draft notes re: same (.3); discussions with J. Brandt re: same (.9).	3.30	4,339.50
2/17/23	J H	Conf. call w/ Willkie team re: equity committee response.	0.40	650.00
2/17/23	J B	Revise Committee reply to equity committee appointment motion (1.3) and multiple corr. with internal team re same (.6).	1.90	1,957.00
2/18/23	J B	Draft and revise Committee reply to equity committee appointment motion (4.2); corr. with J. Burbage re same (.3).	4.50	4,635.00
2/19/23	J B	Revise Committee reply to equity committee appointment motion (.8) and conduct research re same (.3).	1.10	1,133.00
2/20/23	CAD	Review/analyze current drafts of Committee's response to ad hoc equity group motion to appoint equity committee (.6) and internal Willkie comments (.3).	0.90	1,242.00
2/20/23	T G	Review and revise further updated draft of Equity Committee objection (.7) and correspondence w/ Willkie team re same (.2).	0.90	1,687.50
2/20/23	B M	Review and comment on the UCC Response to the Motion for an Equity Committee.	1.20	2,460.00
2/20/23	JHB	Provide comments to J. Brandt re: draft objection to equity committee appointment motion.	2.70	3,550.50
2/20/23	J B	Draft and revise committee reply to equity committee appointment motion (1.0); multiple corr. with internal team re same (.5).	1.50	1,545.00
2/21/23	J H	Review/analyze UCC equity committee objection.	0.90	1,462.50
2/21/23	CAD	Review and revise current draft of Committee's response to motion to appoint an official equity committee (3.1); correspondence w/ internal	3.70	5,106.00

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		working group regarding same and comments (.2); subsequent correspondence w/ J. Burbage (.3) and J. Hardy (.1) regarding same.		
2/21/23	B M	Correspondence with the Debtors regarding the Equity Committee Motion (.4); review and comment on the UCC draft Response to the Equity Committee motion (1.3).	1.70	3,485.00
2/21/23	T G	Review and revise updated draft objection re equity committee motion (.6) and correspondence w/ Willkie team re same (.3).	0.90	1,687.50
2/21/23	JHB	Review and respond to C. Damast comments to equity statement.	0.50	657.50
2/21/23	E W	Revise response to motion for appointment of an official equity committee.	1.10	748.00
2/22/23	B M	Review and comment on the UCC Response to the Equity Committee Motion (1.4); discussions with the Debtors, the Ad Hoc Group and the UCC Chair regarding the Equity Committee Motion (1.7); prepare memorandum regarding the Equity Committee resolution (.6).	3.70	7,585.00
2/22/23	CAD	Correspondence w/ internal working group regarding status of Debtors' position on motion to appoint official equity committee (.2) and status of Committee's response to such motion (.2); review/revise current drafts of Committee's statement regarding same (2x) (1.5); various correspondence w/ internal working group regarding same and comments (.7); discuss same w/ J. Burbage (.2); correspondence w/ M. Fink (Weil) regarding draft of Debtors' KERP motion/list of participants (.1) and review/analyze same (.4); correspondence w/ R. Berkovich (Weil), internal working group regarding proposed scope and budget for proposed order for official equity committee (.1) and review/analyze same (.1).	3.50	4,830.00
2/22/23	T G	Review and revise statement re equity committee settlement (.4); review/analyze correspondence w/ UCC members re same (.3) and correspondence w/ Willkie team re same (.3).	1.00	1,875.00
2/22/23	JHB	Revise Committee statement re: equity committee (1.9); review/analyze draft KERP	2.40	3,156.00

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		motion (.5).		
2/22/23	M M	Review/analyze equity committee response (1.2); corr. w/ Willkie team re: modifications to same (0.5).	1.70	3,187.50
2/22/23	E W	Correspondence with K. Patel (Ducera), A. Gupta (Ducera), and Willkie team re response to equity committee motion (.9); attend professionals meeting re equity committee motion (.2); further revise response to equity committee motion (.1).	1.20	816.00
2/23/23	CAD	Correspondence w/ internal working group regarding comments to current draft of Committee's statement with respect to motion to appoint official equity committee (.6); review and revise same (2x)(.8); correspondence w/ T. Goren, R. Berkovich regarding comments to proposed equity committee appointment order (.2); correspondence w/ internal working group regarding KERP motion precedent and proposed order (.4).	2.00	2,760.00
2/23/23	T G	Review and revise updated UCC statement re equity committee settlement (.4); correspondence w/ Weil re same (.3); call w/ R. Meisler (Skadden) re same (.4); correspondence w/ UCC members re same (.3).	1.40	2,625.00
2/23/23	JHB	Revise Committee statement re: equity committee per T. Goren comments (.2); call with J. Hardy re: same (.2); corr. w/ A. Ambeault re: exhibit lists (.2); corr. w/ J. Brandt re: KERP orders (.2); call with Skadden re: equity committee appointment (.4) and draft internal corr. re: same (.3).	1.50	1,972.50
2/23/23	M M	Corr. w/ Willkie team re: equity committee appointment response.	0.30	562.50
2/23/23	B M	Review and comment on the UCC Statement regarding the Equity Committee Motion.	0.40	820.00
2/24/23	CAD	Review/analyze final version of Committee's statement with respect to motion to appoint official equity committee (.2); various correspondence w/ internal working group regarding same, timing, and next steps (.8); review/analyze draft of proposed appointment order regarding official equity committee (2x)	3.10	4,278.00

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		(.5); correspondence w/ internal working group regarding same and comments (.6); correspondence w/ J. Burbage, Skadden team regarding same (.2); review/analyze notice of adjourned hearing on motion to appoint equity committee (.1); review/analyze ad hoc noteholder group motion to adjourn hearing on motion to appoint equity committee (.2); correspondence w/ internal working group regarding same (.2); review/analyze Debtors' response to motion to appoint equity committee (.3).		
2/24/23	E W	Correspondence w/ Willkie team re response to equity motion.	0.20	136.00
2/24/23	T G	Review and revise further updated drafts of UCC statement re equity committee (.3); review and analyze Debtors' response (.4) and ad hoc equity objection (.6) and emergency motion (.2); correspondence w/ Willkie team re same (.3); review and revise draft order re equity committee appointment (.4) and correspondence w/ R. Meisler (Skadden) re same (.1).	2.30	4,312.50
2/24/23	JCD	Review objection to Equity Committee formation filed by Ad Hoc group.	0.80	1,640.00
2/24/23	JHB	Review and negotiate official equity committee appointment order (.9); coordinate filing of committee statement re: same (.8).	1.70	2,235.50
2/24/23	M M	Internal corr. re: OEC formation response.	0.20	375.00
2/25/23	CAD	Review/analyze ad hoc noteholders' group objection to motion to appoint official equity committee (.5); correspondence w/ J. Burbage regarding same (.1); correspondence w/ internal working group regarding same and discovery/deposition coordination (.3).	0.90	1,242.00
2/25/23	JHB	Review/analyze noteholder objection to equity committee motion (.3); review/analyze Debtors' statement in support of equity committee motion (.3); draft internal correspondence to Willkie team re: same (.2).	0.80	1,052.00
2/26/23	CAD	Correspondence w/ internal working group, Skadden, Weil teams regarding ad hoc noteholder group's discovery requests regarding	0.50	690.00

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		motion to appoint official equity committee and next steps (.4); correspondence w/ J. Burbage, Committee members regarding same (.1).		
2/26/23	JHB	Call with Skadden re: equity committee motion discovery issues (.4); draft correspondence to internal Willkie team re: same (.3); correspondence with Weil re: equity committee discovery issues (.3).	1.00	1,315.00
2/26/23	B M	Review/analyze the Equity Committee Motion and responses (1.3); prepare memorandum regarding the UCC position for the Equity Committee Motion hearing (.8).	2.10	4,305.00
2/27/23	CAD	Correspondence w/ internal working group regarding preparation/logistics for 3/1 hearing on motion to appoint equity committee (.4); review/analyze Debtors' exhibit list for same (.1); correspondence w/ internal working group regarding same (.1); correspondence w/ E. Wayne, internal working group regarding Committee's exhibit list for 3/1 hearing (.2) and review/analyze same (.1); correspondence w/ A. Ambeault, internal working group regarding ad hoc equity group's objection to ad hoc noteholder group's motion to adjourn 3/1 hearing and emergency motion to quash deposition notice (.2).	1.10	1,518.00
2/27/23	JCD	Review/analyze motion and discovery requests in connection with appointment of committee of equity holder and objection thereto.	0.60	1,230.00
2/27/23	T G	Review and analyze witness and exhibit lists for 3/1 hearing (.4); correspondence w/ Willkie team re: UCC witness and exhibit list (.3).	0.70	1,312.50
2/27/23	J H	Review/analyze witness/exhibit list for 3/1 hearing.	0.10	162.50
2/27/23	M M	Review/analyze ad hoc group's objection to formation of official equity committee (0.6); internal corr. re: same (0.1).	0.70	1,312.50
2/27/23	JHB	T/c with Skadden re: equity committee appointment motion discovery (.2); draft internal update re: same (.2); correspondence w/ J. Hardy re: exhibit list (.2).	0.60	789.00
2/28/23	CAD	Review/analyze ad hoc equity group's objection to ad hoc noteholders' group motion to adjourn	0.80	1,104.00

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		3/1 hearing and emergency motion to quash deposition notice (.5); review/analyze reply of ad hoc equity group to ad hoc noteholder group objection to motion to appoint equity committee (.3).		
2/28/23	B M	Correspondence with the Debtors and the Ad Hoc Groups regarding the Equity Committee Motion (.7); preparation for hearing on Equity Committee Motion (1.2).	1.90	3,895.00
2/28/23	JCD	Review/analyze briefs in connection with motion to appoint Equity Committee.	0.60	1,230.00
2/28/23	T G	Review/analyze Converts objection to equity committee motion (.6); correspondence w/ Willkie team re same/motion considerations (.3); call w/ J. Korn re same (.2); review/analyze Debtor and equity group replies to equity committee motion (.6).	1.70	3,187.50
2/28/23	M M	Review/analyze ad hoc lender group response and objection to formation of official equity committee (0.7); review and respond to internal corr. re: same (0.2).	0.90	1,687.50
Sub-Total			106.60	154,008.50

Schedules and Statements

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
2/2/23	CAD	Correspondence w/ J. Burbage, internal working group regarding tomorrow's deadline for Debtors to file Schedules and Statements of Financial Affairs (.1); correspondence w/ J. Burbage, E. Wayne regarding same and need for review/priority items (.2).	0.30	\$	414.00
2/2/23	JHB	Corr. w/ E. Wayne re: SOFA and SOAL review.	0.50		657.50
2/4/23	CAD	Correspondence w/ A. Ambeault regarding Debtors' filed Schedules and Statements of Financial Affairs.	0.10		138.00
2/4/23	A A	Circulate SOFAs and Schedules to Willkie team.	0.40		216.00
2/5/23	E W	Begin review and analysis of schedules and	0.30		204.00

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Client/Matter No. 132233.00001

		statements.		
2/5/23	CAD	Correspondence w/ E. Wayne, Ducera team regarding Debtors' filed Schedules and Statements of Financial Affairs.	0.10	138.00
2/6/23	CAD	Correspondence w/ E. Wayne, J. Burbage regarding review/analysis of Schedules and Statements of Financial Affairs.	0.40	552.00
2/6/23	E W	Review/analysis of statements and schedules for references to committee members (2.2); prepare summary re same (1.6).	3.80	2,584.00
2/6/23	T G	Review SOFA and SOALs re analysis for UCC.	0.90	1,687.50
2/7/23	CAD	Correspondence w/ E. Wayne, J. Burbage regarding analysis of Schedules and Statements of Financial Affairs (.3) and review/analyze same (.6); correspondence w/ internal working group regarding certain of Debtors' Amended Schedules/Statements of Financial Affairs (.2).	1.10	1,518.00
2/7/23	E W	Review and analyze amended statements and schedules (1.0); revise charts re: committee references on the filed schedules and statements (.7); distribute charts to committee members (.1); attend UCC meeting re same (.5).	2.30	1,564.00
2/7/23	T G	Review/analyze SOFA/SOAL summaries (.6) and correspondence w/ C. Hemschot (Tenaska) re: claim question (.2).	0.80	1,500.00
2/8/23	E W	Review/analyze the schedules and statements re treatment of convertible note debt.	1.50	1,020.00
2/9/23	CAD	Correspondence w/ E. Wayne, J. Burbage regarding Schedules review/analysis and total assets and liabilities chart (.1) and review/analyze same (.2).	0.30	414.00
2/10/23	CAD	Review/analysis of Schedules and Statements analysis and asset and liabilities chart (.4); correspondence w/ E. Wayne, J. Burbage regarding same and comments/revisions (.3); correspondence w/ E. Wayne, internal working group, Ducera team regarding same (.1).	0.80	1,104.00
2/11/23	E W	Review/analyze statements and schedules for preferential payments (2.7); draft summary re same (2.8).	5.50	3,740.00
2/12/23	CAD	Correspondence w/ E. Wayne, internal working group regarding list of payments made to	0.30	414.00

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		creditors within 90 days of Petition Date and within 1 year of Petition Date to insiders (.1) and review/analyze same (.2).		
2/13/23	B M	Review/analyze the Debtors Schedules and SOFAs regarding potential assets for creditors.	0.70	1,435.00
2/15/23	CAD	Correspondence w/ J. Burbage, E. Wayne regarding analysis of Statements of Financial Affairs and revisions.	0.20	276.00
2/15/23	E W	Revise SOFA charts re preferential payments (1.2); attend professionals call re valuation and liens (.7).	1.90	1,292.00
2/15/23	JHB	Review and provide comments to SOFA analysis to E. Wayne.	0.50	657.50
2/16/23	CAD	Correspondence w/ internal working group regarding analysis of Statements of Financial Affairs (.4); correspondence w/ E. Wayne, Ducera team regarding same (.1).	0.50	690.00
2/16/23	T G	Review/analyze memo re key prepetition transactions from schedules (.4) and correspondence w/ Willkie team re same (.2).	0.60	1,125.00
2/16/23	JHB	Coordinate distribution of SOFA analysis to Ducera.	0.20	263.00
2/17/23	CAD	Correspondence w/ internal working group, Ducera teams regarding analysis of Statements of Financial Affairs and next steps.	0.20	276.00
2/21/23	CAD	Telephone conference w/ internal working group, Ducera team regarding analysis of Statements of Financial Affairs and next steps.	0.30	414.00
2/21/23	E W	Participate in Willkie/Ducera call re preferential and insider payments re: SOFAs (.2); update internal preferential payments charts (1.1)	1.30	884.00
2/21/23	JHB	Prepare for (.3) and attend (.3) SOFA and Schedules review call.	0.60	789.00
2/22/23	CAD	Correspondence w/ E. Wayne, Ducera team regarding analysis of Statements of Financial Affairs and certain pre-petition transfers.	0.20	276.00
2/24/23	CAD	Correspondence w/ J. Burbage, R. Berkovich (Weil) regarding analysis of Statements of Financial Affairs and potential preferential payments.	0.20	276.00
Sub-Total			26.80	26,518.50

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<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
DORMENT, GENEVIEVE	2.50	\$	1,500.00	\$	3,750.00
DUGAN, JAMES C.	12.80		2,050.00		26,240.00
GOREN, TODD	59.10		1,875.00		110,812.50
HARDY, JENNIFER	11.50		1,625.00		18,687.50
KORN, JEFFREY B.	2.40		1,875.00		4,500.00
MANSFIELD, MELAINIE	24.60		1,875.00		46,125.00
MILLER, BRETT	56.00		2,050.00		114,800.00
DAMAST, CRAIG A.	75.50		1,380.00		104,190.00
ARENA, MICHAEL D.	14.50		1,315.00		19,067.50
BRANDT, JOSEPH	64.60		1,030.00		66,538.00
BURBAGE, JAMES H.	67.00		1,315.00		88,105.00
CHEUNG, WENDY W.	10.00		1,030.00		10,300.00
DEB, ONIK	8.20		865.00		7,093.00
SAUNDERS, EVAN W.	6.20		865.00		5,363.00
SISCO, CIARA ANN	5.80		1,250.00		7,250.00
WAGONHEIM, BRITTANY M.	2.80		1,315.00		3,682.00
WAYNE, ELIZABETH	63.50		680.00		43,180.00
AMBEAULT, ALISON	13.30		540.00		7,182.00
ROSEN, SEAN	0.20		355.00		71.00
SASSO, ROHAN	6.00		315.00		1,890.00
SUN, JENNY	0.20		295.00		59.00

Professional Fees \$ 688,885.50

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Local Transportation	\$ 149.00
Teleconferencing	12.76
Local Meals	481.93
Airfare/Train	40.00

Disbursements and Other Charges 683.69

Total this Invoice \$ 689,569.19

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22308749
Client/Matter No. 132233.00001
April 7, 2023

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 37th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED

through February 28, 2023 as set forth in the
attached detail

Asset Analysis and Recovery	\$	20,279.00
Assumption and Rejection of Leases and Contracts	\$	8,406.50
Avoidance Action Analysis	\$	4,017.00
Business Operations	\$	16,790.50
Case Administration	\$	62,577.50
Claims Administration and Objections	\$	22,915.50

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH

CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

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WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Employment and Fee Applications	\$	45,418.50
Financing and Cash Collateral	\$	107,661.50
Other Litigation	\$	3,250.50
Meetings and Communications with Creditors	\$	89,890.00
Non-Working Travel (billed at 50%)	\$	15,205.00
Plan and Disclosure Statement	\$	2,259.00
Relief from Stay and Adequate Protection	\$	756.00
Reporting	\$	412.00
Valuation	\$	14,284.50
Discovery	\$	11,173.50
Hearings	\$	52,357.50
First and Second Day Motions	\$	2,505.00
Claims Investigation	\$	408.00
Lien Investigation	\$	27,791.50
Other Motions/Applications	\$	154,008.50

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CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

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WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Schedules and Statements	\$	26,518.50
Disbursements and Other Charges	\$	683.75
Total this Invoice	\$	<u>689,569.19</u>

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PAYMENT MAY BE MADE BY WIRE OR ACH

CITIBANK, N A

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

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Exhibit C

**Third Monthly Fee Statement
for the Period from March 1, 2023 through March 31, 2023**

Objection Deadline: May 12, 2023

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
CORE SCIENTIFIC, INC. <i>et al.</i> , ¹)	Case No. 22-90341 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF WILLKIE FARR & GALLAGHER LLP'S
THIRD MONTHLY FEE STATEMENT FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD MARCH 1, 2023 THROUGH MARCH 31, 2023**

Name of Applicant:	Willkie Farr & Gallagher LLP	
Applicant's Role in Case:	Counsel for the Official Committee of Unsecured Creditors	
Date Retention Order Signed:	March 10, 2023 [Docket No. 664]	
	Beginning of Period:	End of Period:
Time Period Covered by this Statement:	March 1, 2023	March 31, 2023
Summary of Total Fees and Expenses Requested		
Total Fees Requested in this Statement:	\$441,967.20 (80% of \$552,459.00 ²)	
Total Expenses Requested in this Statement:	\$9,830.51	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² This amount reflects a \$10,728.00 reduction for time entry review.

Total Fees and Expenses Requested in this Statement (inclusive of 20% holdback):	\$562,289.51
Summary of Attorney Fees Incurred	
Total Attorney Fees Incurred in this Statement:	\$547,707.00
Total Actual Attorney Hours Covered by this Statement:	433.2
Average Hourly Rate for Attorneys:	\$1,264.33
Summary of Paraprofessional Fees Incurred	
Total Paraprofessional Fees Incurred in this Statement:	\$4,752.00
Total Actual Paraprofessional Hours Covered by this Statement:	17.9
Average Hourly Rate for Paraprofessionals:	\$265.47

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541], each party receiving notice of the monthly fee statement will have 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order”) [Docket No. 541], Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby submits its *Third Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from March 1, 2023 through March 31, 2023* (the “Monthly Fee Statement”).

1. By this Monthly Fee Statement, and pursuant to the Interim Compensation Order, Willkie seeks payment of \$441,967.20 (80% of \$552,459.00) as compensation for professional services rendered to the Committee during the period from March 1, 2023 through March 31, 2023 (the “Fee Period”) and \$9,830.51 for reimbursement of actual and necessary expenses during the Fee Period, for a total of \$451,797.71.

2. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie partners, counsel, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Willkie established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Willkie incurred \$552,459.00 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Willkie seeks reimbursement for 80% of such fees (\$441,967.20).
- **Exhibit B** is a schedule providing certain information regarding the Willkie attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and

paraprofessionals of Willkie have expended a total of 451.1 hours in connection with these chapter 11 cases during the Fee Period.

- **Exhibit C** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Willkie's out-of-pocket expenses.
- **Exhibit D** consists of Willkie's records of fees and expenses incurred during the Fee Period in connection with the rendition of professional services to the Committee.

3. Pursuant to the Interim Compensation Order, any party objecting to the payment of the interim compensation and reimbursement of expenses requested by this Monthly Fee Statement shall, within fourteen (14) days of service of this Monthly Fee Statement, serve via email to Willkie Farr & Gallagher LLP, Attn: Brett H. Miller, Esq., Todd M. Goren, Esq., James H. Burbage, Esq. and Joseph Brandt, Esq. (bmiller@willkie.com; tgoren@willkie.com; j Burbage@willkie.com; and jbrandt@willkie.com), and the following other Fee Notice Parties (as defined in the Interim Compensation Order) a written notice setting forth with reasonable detail the nature of the objection and the amount at issue (the "Notice of Objection to Monthly Fee Statement"):

- (a) the Debtors, c/o Core Scientific, Inc., Attn: Todd DuChene, Esq. (tduchene@corescientific.com);
- (b) Counsel for the Debtors, Weil, Gotshal & Manges LLP, Attn: Ray C. Schrock, P.C., Ronit Berkovich, Esq., and Moshe Fink, Esq. (ray.schrock@weil.com; ronit.berkovich@weil.com; and moshe.fink@weil.com);
- (c) the Office of the U.S. Trustee for Region 7, Attn: Jayson Ruff and Alicia Barcomb (jayson.b.ruff@usdoj.gov and alicia.barcomb@usdoj.gov); and
- (d) Counsel for the Ad Hoc Noteholder Group, Paul Hastings LLP, Attn: Kristopher M. Hansen and Sayan Bhattacharyya (krishansen@paulhastings.com and sayanbhattacharyya@paulhastings.com).

4. If a Notice of Objection to Monthly Fee Statement is timely served pursuant to the Interim Compensation Order, the objecting party and Willkie shall attempt to resolve the objection

on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Willkie an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses.

5. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Willkie reserves the right to seek payment of such fees and expenses in a subsequent monthly fee statement.

WHEREFORE, Willkie requests payment of its fees and expenses incurred during the Fee Period in the total amount of \$451,797.71, consisting of (a) \$441,967.20, which is 80% of Willkie's fees incurred during the Fee Period; and (b) \$9,830.51 for actual and necessary expenses incurred during the Fee Period.

Dated: Houston, Texas
April 28, 2023

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

By: /s/ Jennifer J. Hardy

Jennifer J. Hardy (Texas Bar No. 24096068)

600 Travis Street

Houston, Texas 77002

Telephone: 713-510-1700

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AND

Brett H. Miller (admitted *pro hac vice*)

Todd M. Goren (admitted *pro hac vice*)

James H. Burbage (admitted *pro hac vice*)

787 Seventh Avenue

New York, New York 10019

Telephone: 212-728-8000

Facsimile: 212-728-8111

Email: bmiller@willkie.com

tgoren@willkie.com

jburbage@willkie.com

Counsel for the Official Committee of Unsecured Creditors

CERTIFICATE OF SERVICE

I hereby certify that on April 28, 2023, a true and correct copy of the foregoing document was served via electronic mail on the Fee Notice Parties pursuant to the Interim Compensation Order.

/s/ Jennifer J. Hardy
Jennifer J. Hardy

Exhibit A**Summary of Legal Fees for the Fee Period**

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
001	Asset Analysis and Recovery	9.9	\$13,546.50
003	Assumption and Rejection of Leases and Contract	9.4	\$14,258.50
004	Avoidance Action Analysis	0.4	\$750.00
006	Business Operations	4.8	\$9,484.50
007	Case Administration	69.5	\$89,563.00
008	Claims Administration and Objections	96.9	\$89,176.00
010	Employee Benefits and Pensions	2.4	\$3,567.00
011	Employment and Fee Applications	6.7	\$8,072.50
013	Financing and Cash Collateral	43.1	\$58,515.50
015	Meetings and Communications with Committee	51.1	\$78,515.00
016	Non-Working Travel (billed at 50%)	5.3	\$5,459.00
017	Plan and Disclosure Statement	27.0	\$28,681.00
018	Real Estate	6.4	\$8,167.50
019	Relief from Stay and Adequate Protection	0.7	\$826.00
020	Reporting	0.9	\$752.00
023	Discovery	3.5	\$5,372.00
024	Hearings	34.7	\$54,486.50
025	First and Second Day Motions	0.3	\$414.00
026	Claims Investigation	1.0	\$1,315.00
027	Lien Investigation	24.8	\$30,386.00
029	Other Motions/Applications	32.2	\$44,134.50
030	Schedules and Statements	2.3	\$1,704.00
032	Willkie Fee Statements and Applications	5.4	\$5,313.00
036	Time Entry Review	12.4	\$10,728.00
Total Requested		451.1	\$563,187.00
Less Client Accommodation for Time Entry Review (100% of Fees Incurred)			(\$10,728.00)
Total Requested		451.1	\$552,459.00

Exhibit B**Summary of Hours Billed by Willkie Attorneys and Paraprofessionals for the Fee Period**

Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Cindy J. Chernuchin	Partner	1985 (NY)	Finance	\$1,500	0.3	\$450.00
Todd M. Goren	Partner	2003 (NY)	Business Reorganization & Restructuring	\$1,875	47.7	\$89,437.50
Jennifer J. Hardy	Partner	2015 (TX)	Business Reorganization & Restructuring	\$1,625	16.5	\$26,812.50
Jeffrey B. Korn	Partner	2001 (NY)	Litigation	\$1,875	2.0	\$3,750.00
Melainie Mansfield	Partner	1995 (CA)	Business Reorganization & Restructuring / Finance	\$1,875	16.2	\$30,375.00
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,050	30.2	\$61,910.00
Craig A. Damast	Counsel	1992 (NY)	Business Reorganization & Restructuring	\$1,380	72.8	\$100,464.00
Michael D. Arena	Associate	2015 (NY)	Finance	\$1,315	20.5	\$26,957.50
Joseph Brandt	Associate	2021 (NY)	Business Reorganization & Restructuring	\$1,030	55.6	\$57,268.00
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,315	44.4	\$58,366.00
Onik Deb	Associate	2022 (NY)	Finance	\$865	4.3	\$3,719.50
Eric Saunders	Associate	2018 (NY)	Intellectual Property	\$865	5.6	\$4,844.00
Anthony Scarcella	Associate	2022 (NY)	Business Reorganization & Restructuring	\$865	54.6	\$47,229.00
Ciara A. Sisco	Associate	2018 (NY)	Litigation	\$1,250	0.4	\$500.00
Elizabeth Wayne	Associate	2022 (IL)	Business Reorganization & Restructuring	\$680	62.1	\$42,228.00
Total for Attorneys					433.2	\$554,311.00

Paraprofessional Person	Position with the Applicant	Number of Years at Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alison Ambeault	Director, Practice Support	17 years	Business Reorganization & Restructuring	\$540	14.3	\$7,722.00
Rohan Sasso	Paralegal	<1 year	Business Reorganization & Restructuring	\$315	3.6	\$1,134.00
Totals for Paraprofessionals					17.9	\$8,856.00

Total Fees for Fee Period	\$563,187.00
Less Client Accommodation for Time Entry Review	(\$10,728.00)
Total Fees Requested for Fee Period	\$552,459.00
20% Fee Holdback for Fee Period	\$110,491.80
80% of Total Fees Requested for Fee Period	\$441,967.20
Expenses for Fee Period	\$9,830.51
TOTAL PAYMENT REQUESTED	<u>\$451,797.71</u>

Exhibit C**Summary of Expenses for the Fee Period**

Expense Categories	Amount
Working Meals	\$195.54
Out of Town Travel	\$119.46
Lodging	\$237.51
Airfare / Train	\$516.79
Data Acquisition (including Legal Research)	\$8,761.21
Totals:	\$9,830.51

Exhibit D

Fees and Expenses

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22311027
Client/Matter No. 132233.00001
April 28, 2023

FOR PROFESSIONAL SERVICES RENDERED

through March 31, 2023 as set out in the
attached detail

Asset Analysis and Recovery	\$	13,546.50
Assumption and Rejection of Leases and Contracts	\$	14,258.50
Avoidance Action Analysis	\$	750.00
Business Operations	\$	9,484.50
Case Administration	\$	89,563.00
Claims Administration and Objections	\$	89,176.00
Employee Benefits and Pensions	\$	3,567.00
Employment and Fee Applications	\$	8,072.50
Financing and Cash Collateral	\$	58,515.50
Meetings and Communications with Creditors	\$	78,515.00
Non-Working Travel (billed at 50%)	\$	5,459.00
Plan and Disclosure Statement	\$	28,681.00

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Real Estate	\$	8,167.50
Relief from Stay and Adequate Protection	\$	826.00
Reporting	\$	752.00
Discovery	\$	5,372.00
Hearings	\$	54,486.50
First and Second Day Motions	\$	414.00
Claims Investigation	\$	1,315.00
Lien Investigation	\$	30,386.00
Other Motions/Applications	\$	44,134.50
Schedules and Statements	\$	1,704.00
Willkie Fee Statements and Applications	\$	5,313.00
Disbursements and Other Charges	\$	9,830.51
Total this Invoice	\$	<u>562,289.51</u>

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Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/8/23	CAD	Correspondence w/ internal working group, Weil team regarding real estate and fixtures issues/discussions (.3); correspondence w/ J. Brandt, internal working group regarding GM opinion on fixtures valuation dispute and need for additional research (.2) and review/analyze same (.1).	0.60	\$ 828.00
3/8/23	E W	Review/analyze case law re crypto currency mining bankruptcies (.9); review/analyze case law re liquidation value of disposed assets (2.1).	3.00	2,040.00
3/8/23	T G	Review/analyze case law re valuation of fixtures (.6) and correspondence w/ Willkie team re same (.3); correspondence w/ Debtors/Ducera re call w/ Weil re real estate assets (.2).	1.10	2,062.50
3/9/23	CAD	Meeting w/ Weil team regarding real estate, equipment, and fixtures associated w/ proposed non-core asset sales and mechanics liens and other liens thereon.	0.80	1,104.00
3/9/23	B M	Preparation (.6) and participation in (.8) a meeting with the Debtors regarding their real estate assets and potential value; review and comment on the Debtors' mechanics lien analysis (.4).	1.80	3,690.00
3/10/23	CAD	Correspondence w/ E. Wayne regarding proposed sale of non-core real estate assets and related research (.1) and review/analyze same (.2); correspondence w/ T. Goren, Weil team regarding fixtures valuation research (.2).	0.50	690.00
3/13/23	CAD	Correspondence w/ internal working group regarding convertible notes/200% repayment issue and mined bitcoin issues.	0.30	414.00
3/14/23	T G	Review/analyze chart of potential mechanics liens.	0.40	750.00
3/15/23	CJC	Research caselaw re: bitcoin mining proceeds.	0.30	450.00
3/16/23	CAD	Correspondence w/ internal working group regarding Debtors' owned and leased properties	0.60	828.00

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3/31/23	CAD	(.3) and plan reference guide on real estate, collateral packages, and mechanic' liens (.3). Correspondence w/ N. Warier (PJT), internal working group regarding IOIs received from Poolin and CTG regarding non-core real estate assets (.1) and review/analyze same (.4).	0.50	690.00
Sub-Total			9.90	13,546.50

Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/3/23	CAD	Correspondence w/ M. Polishuk (Weil) regarding analysis of contracts subject to draft omnibus rejection motion (.1) and review/analyze same (.2).	0.30	\$ 414.00
3/3/23	J H	Call w/Debtors' professionals re: potential PPM settlement.	0.50	812.50
3/3/23	B M	Review and comment on the PPM settlement issues.	1.20	2,460.00
3/6/23	CAD	Correspondence w/ J. Burbage, internal working group, Weil team regarding rejection damages claims in connection with Debtors' proposed omnibus contract rejection motion (.2) and review/analyze same (.2).	0.40	552.00
3/6/23	T G	Review/analyze Amadeus assumption motion.	0.60	1,125.00
3/6/23	B M	Review/analyze the Debtors proposed settlement with PPM (1.6); prepare memorandum regarding issues for the PPM settlement (.6).	2.20	4,510.00
3/6/23	E W	Draft summary of settlement with Priority Power Management for the UCC.	1.20	816.00
3/9/23	E W	Review/analyze settlement motion with PPM.	0.40	272.00
3/10/23	CAD	Correspondence w/ J. Burbage, internal working group regarding Debtors' omnibus contract rejection motion and Arctos contract/lack of rejection damages (.2); correspondence w/ J. Burbage, M. Polishuk (Weil) regarding same (.2).	0.40	552.00

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3/10/23	T G	Correspondence w/ Willkie team re Debtors' proposed rejection motion/diligence re same.	0.30	562.50
3/15/23	CAD	Correspondence w/ E. Wayne regarding Debtors' omnibus contract rejection motion and summary (.3) and review/analyze same (.2).	0.50	690.00
3/15/23	E W	Review/analyze Debtors' omnibus contract rejection motion.	0.60	408.00
3/16/23	CAD	Correspondence w/ E. Wayne regarding Debtors' omnibus contract rejection motion/summary (.1) and review/analyze same (.1).	0.20	276.00
3/16/23	JHB	Correspondence with M. Fink (Weil) re: PPM settlement.	0.30	394.50
3/19/23	CAD	Correspondence w/ J. Goltser (Weil) regarding draft Cottonwood 2 lease (.1) and review/analyze same (.1).	0.30	414.00
Sub-Total			9.40	14,258.50

Avoidance Action Analysis

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/13/23	T G	Review analysis of potential preference claims (.3) and correspondence w/ internal team re same (.1).	0.40	\$	750.00
Sub-Total			0.40		750.00

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/1/23	B M	Calls with the Debtors and the UCC advisors regarding the business and legal update (.8); draft memorandum regarding the status of the Debtors' business plan (.3).	1.10	\$	2,255.00
3/8/23	T G	Review/analyze budget variance analysis.	0.30		562.50
3/8/23	B M	Prepare for (.3) and call with (.6) the Debtors and the UCC advisors regarding the business	1.40		2,870.00

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3/15/23	CAD	and legal update; draft memorandum regarding the DIP budget and business plan (.5). Correspondence w/ J. Shen (Alix) regarding Debtors' variance report through 3/10 (.1) and review/analyze same (.1).	0.20	276.00
3/16/23	CAD	Correspondence w/ Ducera, Alix teams regarding variance report inquiries.	0.20	276.00
3/16/23	T G	Correspondence w/ Ducera re variance report.	0.20	375.00
3/29/23	B M	Discussions with the Debtors and the UCC advisors regarding business operations and upcoming motions.	1.40	2,870.00
Sub-Total			4.80	9,484.50

Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/1/23	CAD	Review/analyze agenda/amended agenda for 3/1 hearing (2x) (.2); correspondence w/ internal working group regarding tomorrow's meetings w/ Debtors' professionals and Committee's professionals (.2); review and revise agendas for tomorrow's weekly internal meeting (.2) and tomorrow's Committee meeting (.2); correspondence w/ E. Wayne regarding same and comments (.3) and next steps (.1).	1.20	\$	1,656.00
3/1/23	E W	Attend professionals meeting re upcoming hearing strategy (.5); review/revise agendas for 3/2 meetings (.3); draft hearing recap (.6); correspondence with Ducera re Committee meeting materials (.3).	1.70		1,156.00
3/1/23	JHB	Review/analyze various internal correspondence on open work streams.	0.70		920.50
3/1/23	M M	Participate in professionals meeting re: official equity committee.	0.50		937.50
3/1/23	MDA	Internal correspondence and coordination re: equity committee, upcoming bankruptcy court hearings and press updates.	0.30		394.50
3/2/23	CAD	Participate in weekly call w/ Debtors' professionals (matters discussed -- liquidity and	0.80		1,104.00

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		variance update; asset sales update; business plan status; true lease issues; status of KERP and contract rejection motions) (.6); debrief meeting w/ internal working group and ongoing workstreams and research projects (.2).		
3/2/23	J H	Call w/ UCC and Debtor professionals re: business update, KERP, contract rejection, liquidity update.	0.60	975.00
3/2/23	JHB	Review/analyze various internal correspondence on open work streams.	0.50	657.50
3/2/23	M M	Prepare for (.2) and participate in call (.6) re: business update, KERP, contract rejection, liquidity update with Debtors' and UCCs' advisors.	0.80	1,500.00
3/2/23	B M	Discussions with the Debtors and the ad hoc equity committee regarding the equity committee motion.	0.60	1,230.00
3/2/23	E W	Attend UCC meeting re: business update, KERP, contract rejection, liquidity update.	0.60	408.00
3/3/23	JHB	Call with J. Brandt re: various open work streams.	0.40	526.00
3/5/23	CAD	Correspondence w/ internal working group regarding ongoing workstreams and updating task list.	0.10	138.00
3/5/23	JHB	Corr. w/ J. Brandt and E. Wayne re: recently filed pleadings / following up on open work streams.	0.30	394.50
3/6/23	E W	Correspondence with Willkie team re post-petition interest, debtors' exclusivity period, and committee member counsel changes.	0.40	272.00
3/6/23	CAD	Conference w/ B. Miller/T. Goren/J. Burbage regarding ongoing work streams and research projects/updates to case task list.	0.40	552.00
3/6/23	JHB	Update call with B. Miller and T. Goren re: open work streams (.4); internal correspondence per next steps (.3).	0.70	920.50
3/6/23	T G	Call w/ Willkie team re open projects/upcoming tasks.	0.40	750.00
3/6/23	A S	Review/analyze background case material re: DIP and formation of equity committee.	0.30	259.50
3/7/23	E W	Draft and revise agendas for 3/8 internal and 3/9 Committee meetings.	1.30	884.00
3/7/23	CAD	Correspondence w/ Weil, Ducera teams	0.80	1,104.00

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		regarding real estate issues and scheduling meeting (.2); correspondence w/ E. Wayne, J. Burbage regarding draft agendas for tomorrow's internal meeting (.2) and 3/9 Committee meeting (.2) and review/analyze comments (.2).		
3/7/23	JHB	Provide E. Wayne with comments re: draft agenda for Committee meeting.	0.20	263.00
3/8/23	J H	Call w/ UCC and Debtors' professionals re: liquidity updates, business plan status, pending motions (.6); follow-up call w/ UCC professionals in preparation for 3/9 UCC meeting (.4).	1.00	1,625.00
3/8/23	CAD	Participate in weekly call w/ Debtors' professionals (matters discussed -- variance report/liquidity update; non-core asset sale process update; discussions w/ equipment lenders; business plan status; legal update, including pending and to be filed motions) (.6); review/analyze current draft of agenda for tomorrow's Committee meeting and related correspondence to Committee (2x) (.4); correspondence w/ internal working group regarding same and comments (.3); correspondence w/ Committee members, internal working group regarding same (.2).	1.50	2,070.00
3/8/23	T G	Prepare for (.1) and call w/ Debtors' advisors re upcoming motions, operations update, liquidity, DIP (.6); follow-up discussion w/ UCC advisors re same (.4); call w/ J Korn re same (.2); review CNO and order for UCC info sharing motion (.3).	1.60	3,000.00
3/8/23	A S	Corr. w/ internal team and UCC professionals re: precedent cases, PPM, real estate, and current work streams (1.0); conduct research re: claims of certain creditors (2.9).	3.90	3,373.50
3/8/23	JHB	Review/analyze status of Celsius case and various pleadings re: same (2.0); draft summary of same (.2); attend weekly call with Debtors' professionals re: business plan, liquidity update, business plan (.6); attend weekly call with UCC professionals re: same (.4).	3.20	4,208.00
3/8/23	J B	Participate in meetings with Committee and Debtors' professionals (.5) and Committee	1.00	1,030.00

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		professionals re: business plan asset sales update (.5).		
3/8/23	E W	Revise and circulate agenda and materials for 3/9 Committee meeting (.4); participation in professionals meeting re future sales and DIP budget (.4); internal correspondence re 3/9 Committee meeting (.1).	0.90	612.00
3/9/23	J H	Meeting w/ Debtors/UCC professionals re: potential real estate sales, lien issues.	0.70	1,137.50
3/9/23	CAD	Correspondence w/ internal working group regarding Celsius issues.	0.20	276.00
3/9/23	JHB	Correspondence with Ducera team re: Celsius/Centerview engagement letter.	0.40	526.00
3/9/23	JHB	Provide E. Wayne comments to summaries re: BlockFi and Celsius chapter 11 cases as it relates to Core cases.	1.60	2,104.00
3/9/23	T G	Review/analyze BlockFi and Celsius case status summaries.	0.40	750.00
3/9/23	A A	Update key dates calendar for team.	0.30	162.00
3/9/23	R S	Organize BlockFi/Celsius documents for attorney review.	1.10	346.50
3/9/23	E W	Correspondence with J. Burbage re Celsius status (.2); review/analyze bar date order (.4).	0.60	408.00
3/10/23	CAD	Correspondence w/ E. Wayne, internal working group regarding Celsius and BlockFi issues/claims (.1) and review/analyze same (.2).	0.30	414.00
3/10/23	E W	Review/analyze Debtors' civil actions removal extension of time motion.	0.50	340.00
3/10/23	T G	Call w/ J. Burbage re: plan negotiations presentation re: key stakeholder interests (.4); correspondence w/ Willkie team re: same (.2).	0.60	1,125.00
3/13/23	JHB	Coordinate research topics meeting with M. Mansfield.	0.10	131.50
3/14/23	CAD	Review/analyze draft agendas for tomorrow's weekly internal Willkie meeting (.2) and 3/16 Committee meeting (.2); correspondence w/ E. Wayne, J. Burbage regarding same and comments (.2).	0.60	828.00
3/14/23	E W	Draft agendas for 3/15 internal and 3/16 Committee meetings.	0.70	476.00
3/15/23	J H	Attend weekly update call w/ Debtor and UCC professionals re: liquidity update, upcoming	0.60	975.00

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		motions, DIP budget.		
3/15/23	B M	Prepare for (.1) and calls with (.6) the Debtors and the UCC advisors regarding the business and legal update; draft memorandum regarding the sale of excess real estate (.4).	1.10	2,255.00
3/15/23	EWS	Draft lien search review summary.	1.80	1,557.00
3/15/23	CAD	Correspondence w/ internal working group regarding agenda for today's call w/ Debtors' professionals (.2); participate in weekly call w/ Debtors' professionals (matters discussed -- liquidity update/variance report; Debtors' anticipated upcoming motions; business plan update; updated DIP budget; Sphere 3D document request) (.6); review and revise revised draft of agenda for tomorrow's Committee meeting (2x) (.4); correspondence w/ E. Wayne regarding same and comments/revisions (.4).	1.60	2,208.00
3/15/23	E W	Review/revise agenda for 3.16 UCC meeting.	0.40	272.00
3/15/23	T G	Prepare for (.2) and call w/ Debtors' advisors (.6) re upcoming motions, cash/business plan update.	0.80	1,500.00
3/15/23	JHB	Correspondence with E. Wayne re: Committee meeting agenda. .	0.30	394.50
3/15/23	M M	Prep for (.5) and participate in (.6) call with Weil, PJT, Ducera and Willkie re: weekly update and planning.	1.10	2,062.50
3/17/23	CAD	Review/analyze agenda for 3/20 hearing.	0.10	138.00
3/18/23	J B	Draft summary of Celsius involvement in chapter 11 cases for internal review and reference	2.90	2,987.00
3/20/23	E W	Review/analyze April 2022 proxy statement.	1.50	1,020.00
3/20/23	JHB	Provide J. Brandt comments to Celsius overview memo.	0.50	657.50
3/21/23	E W	Revise agendas for 3.22 internal and 3.23 UCC meetings.	0.80	544.00
3/22/23	J H	Attend call w/ UCC and Debtors' professionals re: upcoming case matters; business plan, DIP budget, asset sale update.	0.70	1,137.50

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3/22/23	J H	Prepare for (.2) and attend weekly UCC professionals' call (.3) re: case status/preparation for UCC call.	0.50	812.50
3/22/23	E W	Revise agenda for 3.23 Committee meeting (.3); correspondence with Willkie team and A. Gupta (Ducera) re materials for the committee (.3).	0.60	408.00
3/22/23	CAD	Correspondence w/ E. Wayne, J. Burbage regarding comments to weekly Willkie internal meeting agenda (.2); participate in weekly call w/ Debtors' professionals (matters discussed -- variance report/updated DIP budget; real estate update; upcoming motions; asset sales update; business plan update) (.7); participate in weekly internal Willkie meeting regarding same and ongoing work streams (.2); correspondence w/ J. Burbage, E. Wayne regarding revising/finalizing agenda for tomorrow's Committee meeting (.4) and review/analyze same (.1); discuss same w/ J. Burbage (.1); correspondence w/ W. Wayne committee members regarding same (.1).	1.80	2,484.00
3/22/23	M M	Participate in weekly update call with Weil, PJT, Ducera and Willkie re: DIP budget, asset sale update, business plan.	0.70	1,312.50
3/22/23	T G	Prepare for (.1) and call w/ Debtors' professionals (.7) re case update, upcoming motions and follow-up call w/ Ducera re same (.4).	1.20	2,250.00
3/22/23	JHB	Attend weekly meeting with Debtors' professionals re: asset sales update, DIP budget, upcoming motions (.7) and Committee professionals re: same (.3); provide comments to non-core real estate analysis (.6); review/analyze additional changes to plan negotiations presentation (.3).	1.90	2,498.50
3/22/23	B M	Review materials for (.9) and meeting with the Debtors and the UCC advisors regarding business operations and upcoming motions (.5).	1.40	2,870.00
3/22/23	B M	Review materials for (1.0) and meeting with the Debtors and the UCC advisors regarding business operations and upcoming motions (.7).	1.70	3,485.00
3/22/23	J B	Participate in call with Committee and Debtors professionals re: DIP budget, asset sale update,	1.10	1,133.00

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		business plan (.7) and internal meeting re: same (.4).		
3/23/23	CAD	Review/analyze US Trustee notice of appointment of official equity committee (.1); correspondence w/ internal working group regarding same (.2).	0.30	414.00
3/23/23	T G	Review/analyze notice of appointment of official equity committee (.2) and analysis of members of same (.4).	0.60	1,125.00
3/27/23	JHB	Correspondence with Ducera team re: Company diligence re: miners.	0.30	394.50
3/28/23	E W	Draft agendas for 3.29 internal and 3.30 UCC meetings.	0.50	340.00
3/29/23	CAD	Review and revise agenda for weekly Willkie internal meeting (.2); correspondence w/ E. Wayne regarding same and comments/revisions (.1); review and revise agenda for tomorrow's Committee meeting (2x) (.3); correspondence w/ E. Wayne, J. Burbage regarding same and comments/revisions (.2); participate in weekly call w/ Debtors' professionals (matters discussed -- liquidity update/variance report; asset sale update; business plan update; Debtors' upcoming motions) (.5); participate in weekly internal Willkie team meeting regarding recap of today's call w/ Debtors' professionals and agenda for tomorrow's Committee meeting (.3); correspondence w/ B. Miller, R. Berkovich (Weil) regarding status of equity committee professionals' pitches (.2).	1.80	2,484.00
3/29/23	E W	Draft and revise letter re Sphere 3D's UCC membership (.6); revise agenda for 3.30 Committee meeting (.3).	0.90	612.00
3/29/23	JHB	Attend call with Debtors' professionals re: business plan, liquidity update, asset sales (.5); attend internal Committee professionals call re: same (.3); review and provide comments to E. Wayne re: Committee meeting agenda (.2); review/analyze materials for UCC call (.2).	1.20	1,578.00
3/29/23	J H	Attend weekly update call w/ Debtors and UCC professionals re: business plan, liquidity update, asset sales (.5); follow-up weekly call w/ UCC professionals re: same (.5).	1.00	1,625.00

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3/29/23	J B	Participate in meeting with Committee professionals (.5) and Debtors' professionals (.5) re: business plan/liquidity update and asset sales.	1.00	1,030.00
3/29/23	T G	Prepare for (.1) and call w/ Debtors' professionals (.5) re case, real estate, cash flow update and follow-up call w/ UCC professionals re same (.5); review and revise agenda for UCC call (.2).	1.30	2,437.50
3/29/23	E W	Attend professionals meeting re lien investigations.	0.50	340.00
3/31/23	CAD	Correspondence w/ A. Crabtree (Weil) regarding initial call w/ official equity committee and intent to implement confidentiality provisions similar to Committee bylaws.	0.20	276.00
Sub-Total			69.50	89,563.00

Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/2/23	E W	Review/analyze caselaw re post-petition interest.	0.40	\$	272.00
3/3/23	E W	Review/analyze case law re post-petition interest in solvent debtor cases (2.0); draft memo re same (1.4).	3.40		2,312.00
3/3/23	J B	Participate in call with Debtors' advisors (Weil) and Committee advisors (Willkie) re Debtors' proposed settlement with Priority Power Management.	0.50		515.00
3/3/23	E W	Attend call with Willkie and Weil teams re potential PPM claims settlement.	0.50		340.00
3/5/23	CAD	Correspondence w/ E. Wayne, internal working group regarding solvent debtor/post-petition interest research (Ultra Petroleum) (.1) and review/analyze same (.2).	0.30		414.00
3/5/23	J B	Review and revise E. Wayne research summary re postpetition interest issue.	2.20		2,266.00
3/6/23	JHB	Corr. w/ E. Wayne re: post-petition interest research (.2); prepare for meeting with A.	0.60		789.00

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3/7/23	CAD	Scarcella re: open research items (.4). Correspondence w/ internal working group regarding 200% payment premium issue regarding April and August notes and need for analysis.	0.20	276.00
3/7/23	JHB	Review/analyze Section 506(a) case law (.5) and provide J. Brandt with comments to research email (.6).	1.10	1,446.50
3/7/23	JHB	Meeting with A. Scarcella re: case background and repayment premium research questions (.5); correspondence with M. Mansfield re: same (.2).	0.70	920.50
3/7/23	A S	Corr. w/ J. Burbage re: research re: claims of certain creditors (.5); review case background materials re: same (.4).	0.90	778.50
3/8/23	CAD	Correspondence w/ internal working group regarding Debtors claims against Celsius and vice versa.	0.20	276.00
3/9/23	A S	Conduct research re: claims of certain creditors (6.6); corr. w/ J. Burbage re: same (.2).	6.80	5,882.00
3/9/23	T G	Review/analyze bar date order (.2) and correspondence w/ Willkie team re same (.1).	0.30	562.50
3/10/23	JHB	Corr. w/ M. Mansfield re: convertible note research questions (.3).	0.30	394.50
3/10/23	A S	Research original issue discount w/r/t certain creditors' claims.	2.50	2,162.50
3/13/23	A S	Review and revise memo re: repayment premium (1.3); coordinate logistics for meeting re: collateral issues (.2).	1.50	1,297.50
3/13/23	M M	Corr. with J. Burbage re: interpretation of convert 200% repayment issue.	0.20	375.00
3/14/23	CAD	Discuss updated mechanic's liens tracker/chart and next steps w/ E. Wayne (.2); review and revise same (.4); various correspondence w/ E. Wayne regarding same and comments/revisions (.5).	1.10	1,518.00
3/14/23	E W	Review/analyze Cottonwood mechanic's liens (1.2); update internal mechanics lien's tracker (.5).	1.70	1,156.00
3/15/23	A S	Corr. w/ J. Burbage re: research on OID (.1); conduct research re: same (.7); research claims objections from precedent cases (1.7); research security interests of crypto assets (.4); corr. w/	3.20	2,768.00

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3/16/23	CAD	O. Deb re: same (.3). Correspondence w/ internal working group regarding analysis of convertible noteholders' 200% repayment issue and lien/UCC issues regarding mined bitcoin.	1.00	1,380.00
3/16/23	A S	Research security interests of crypto assets (.2); corr. w/ internal team re: same and repayment premium (1.1); corr. Willkie w/ J. Burbage re: same (.2).	1.50	1,297.50
3/16/23	JHB	Attend internal Willkie call re: 200% repayment issue and BTC research question (1.0); draft summary email to C. Damast and re: same (.5).	1.50	1,972.50
3/16/23	R S	Assist w/ research re: Debtors' claims objection motion	1.20	378.00
3/17/23	E W	Participate in call with C. Damast, A. Scarcella, J. Burbage, and J. Brandt re claim of convertible noteholders.	0.50	340.00
3/17/23	CAD	Correspondence w/ J. Hardy regarding convertible noteholders' repayment fee and research (.1) and review/analyze same (.3); correspondence w/ A. Scarcella, internal working group regarding convertible noteholders' repayment fee and research issues/next steps (.5); telephone conference w/ internal working group regarding same and research assignments (.5); correspondence w/ A. Scarcella regarding key terms of April 2021 convertible note (.1) and brief/review/analysis of same (.2).	1.60	2,208.00
3/17/23	A S	Research security interests of crypto assets and repayment premium (.9); corr. w/ J. Burbage re: same (.1); corr. w/ T. Goren re: same (.1); corr. w/ internal team re: same (.5).	1.60	1,384.00
3/17/23	JHB	Attend internal Willkie with C. Damast, A. Scarcella, E. Wayne and J. Brandt call re: 200% repayment issue and BTC research question (.6); correspondence with C. Damast, A. Scarcella, and T. Goren re: same (.2).	0.80	1,052.00
3/18/23	E W	Draft internal summary of non-core real estate assets.	1.90	1,292.00
3/21/23	E W	Review/analyze caselaw re equitable subordination (3.5); draft of summary re same (.5).	4.00	2,720.00

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3/21/23	A S	Review and revise summary of April/August notes (.3); corr. w/ J. Burbage re: same (.1).	0.40	346.00
3/22/23	CAD	Correspondence w/ A. Scarcella regarding April and August convertible notes agreements and key provisions (.2) and review/analyze same (.4).	0.60	828.00
3/22/23	E W	Review/analyze case law re change of control premiums (3.8); draft summary re same (.5).	4.30	2,924.00
3/22/23	A S	Corr. w/ C. Damast re: key differences between April/August notes (.1); corr. w/ J. Burbage re: same (.1); conduct research re: 200% repayment amount (2.0); corr. w/ J. Burbage re: same (.3).	2.50	2,162.50
3/22/23	JHB	Discussion with A. Scarcella re: repayment issue contractual analysis (.4); review/analyze documents re: same (.8).	1.20	1,578.00
3/23/23	E W	Review/analyze caselaw re Texas usury laws (3.0); draft summary re same (.2).	3.20	2,176.00
3/23/23	A S	Conduct research on Section 502(b) and 506(b) (3.0); corr. w/ J. Burbage re: same and 200% repayment premium (.2).	3.20	2,768.00
3/23/23	JHB	Draft analysis re: Repayment issue (2.2) and correspondence with M. Mansfield, T. Goren and A. Scarcella re: same (.4); t/c with J. Golster (Weil) re: miner diligence (.3).	2.90	3,813.50
3/23/23	J B	Conduct research re section 552 and certain issues re postpetition liens.	2.80	2,884.00
3/24/23	JHB	Call with E. Wayne re: 200% repayment issue research.	0.40	526.00
3/24/23	J B	Conduct research re section 552 and certain issue regarding postpetition liens (3.0) and draft summary of research re same (2.5).	5.50	5,665.00
3/27/23	A S	Corr. w/ J. Burbage re: research on Section 506(b) (.1); conduct research on same, repayment premiums, and Section 502(b)(2) (7.4); corr. w/ internal Willkie team re: same (.1); review convertible note argument contractual language w/r/t repayment premium (.4).	8.00	6,920.00
3/27/23	CAD	Correspondence w/ E. Wayne, J. Burbage regarding legal research regarding 200% payment premium in convertible notes (.2) and review/analyze same (.3); correspondence w/ J. Brandt regarding legal research regarding post-	1.50	2,070.00

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		petition mined bitcoin and section 552 of the Bankruptcy Code (.3) and review/analyze same (.5); correspondence w/ J. Brandt, internal working group regarding same (.2).		
3/27/23	JHB	Correspondence w/ T. Goren and M. Mansfield re: notes repayment issue (.1); correspondence with A. Scarcella re: same (.1); review and provide comments to J. Brandt research re: mined bitcoin / security interest issues (.5).	0.70	920.50
3/28/23	E W	Revise memo re equitable subordination.	2.00	1,360.00
3/28/23	JHB	Review/analyze A. Scarcella research re: notes repayment issue (.3); correspondence w/ T. Goren and M. Mansfield re: same (.2); correspondence with J. Brandt re: notes overview memo (.3).	0.80	1,052.00
3/28/23	A S	Draft chart re: settlement procedures and claim objection procedures motions.	2.70	2,335.50
3/29/23	A S	Draft outline and memo on repayment premium bitcoin proceeds (1.1); corr. w/ J. Brandt and E. Wayne re: same (.2);	1.30	1,124.50
3/29/23	CAD	Correspondence w/ internal working group regarding status/organization of legal research on convertible notes' 200% payment amount.	0.30	414.00
3/29/23	E W	Review/analyze case law re choice of law and harmful contract provisions (3.0); draft summary re same (.7); participate in meeting with J. Brandt and A. Scarcella re research memo re: same (.1).	3.80	2,584.00
3/30/23	A S	Draft memo on Section 506(b) and 502(b)(2) research (3.0).	3.00	2,595.00
3/31/23	A S	Draft and revise memo re: repayment amount in convertible note agreements.	1.60	1,384.00
Sub-Total			96.90	89,176.00

Employee Benefits and Pensions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/1/23	CAD	Correspondence w/ Ducera team regarding draft presentation for Committee regarding Debtors'	0.80	\$	1,104.00

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		KERP motion and comments (.3) and review/revise same (.3); correspondence w/ E. Wayne, T. Goren regarding same (.2).		
3/1/23	T G	Review/analyze Ducera presentation re KERP (.4) and correspondence w/ Ducera re same (.2).	0.60	1,125.00
3/5/23	CAD	Correspondence w/ internal working group regarding Debtors' filed KERP motion.	0.10	138.00
3/17/23	J H	T/c w/ J. Ruff (US Trustee) re: KERP motion and case matters.	0.40	650.00
3/17/23	CAD	Correspondence w/ J. Hardy regarding conversation w/ US Trustee regarding Debtors' KERP motion.	0.10	138.00
3/27/23	CAD	Review/analyze Debtors' CNO regarding KERP motion.	0.10	138.00
3/30/23	E W	Review/analyze entered KERP order.	0.20	136.00
3/30/23	CAD	Correspondence w/ E. Wayne regarding entered KERP order.	0.10	138.00
Sub-Total			2.40	3,567.00

Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/1/23	CAD	Correspondence w/ A. Ambeault, internal working group regarding today's objection deadline for Willkie and Ducera retention applications and next steps (.3); correspondence w/ internal working group regarding Gray Reed retention application (.1).	0.40	\$ 552.00
3/1/23	T G	Correspondence w/ Willkie team re Gray Reed retention order/objection deadline to UCC professional applications.	0.30	562.50
3/1/23	E W	Correspondence w/ internal team re Willkie retention order.	0.10	68.00
3/2/23	CAD	Review and revise draft CNO regarding Ducera retention application (.1); correspondence w/ A. Ambeault regarding same and comments/next steps (.2); correspondence w/ A. Ambeault, M. Feinberg (Ducera) regarding same (.1); review and revise draft CNO regarding Willkie	0.80	1,104.00

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		retention application (.1); correspondence w/ A. Ambeault, internal working group regarding same and comments/next steps (.3)		
3/2/23	A A	Draft Willkie CNO for Retention Application (.4); draft Ducera CNO for Retention Application (.4); prepare same for filing (.3).	1.10	594.00
3/10/23	CAD	Review/analyze entered Willkie retention order w/ small modifications (.1) and correspondence w/ internal working group regarding same (.1).	0.20	276.00
3/13/23	CAD	Correspondence w/ A. Ambeault, M. Feinberg (Ducera) regarding entered Ducera retention order (.1) and review/analyze same (.1).	0.20	276.00
3/19/23	CAD	Correspondence w/ A. Ambeault, M. Feinberg (Ducera) regarding draft of Ducera first monthly fee statement (.2) and review/revise same (.5); correspondence w/ M. Feinberg (Ducera) regarding same and comments (.1).	0.80	1,104.00
3/20/23	CAD	Correspondence w/ internal working group regarding Weil supplemental declaration in support of retention application.	0.20	276.00
3/20/23	E W	Review/analyze Weil supplemental retention declaration.	0.20	136.00
3/28/23	CAD	Review and revise current draft of Ducera's first monthly fee statement (.3); correspondence w/ M. Feinberg (Ducera) regarding same and comments (.2).	0.50	690.00
3/28/23	CAD	Correspondence w/ J. Brandt, B. Miller regarding ordinary course redesignation of Deloitte.	0.20	276.00
3/28/23	JHB	Correspondence with J. Brandt and Weil re: ordinary course professional categorization issues.	0.20	263.00
3/28/23	J B	Review and analyze certain issue re Ordinary Course Professional (.3) and multiple internal corr re same (.2).	0.50	515.00
3/29/23	CAD	Correspondence w/ M. Feinberg (Ducera) regarding final review/clearance of Ducera first monthly fee statement.	0.20	276.00
3/30/23	CAD	Correspondence (.3) and discussion (.2) w/ M. Feinberg (Ducera) regarding Ducera first monthly fee statement and exhibits; discuss same and next steps w/ A. Ambeault (.3).	0.80	1,104.00

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Sub-Total	6.70	8,072.50
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Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/1/23	MDA	Coordination with O. Deb re: finalization of perfection check analysis ahead of distribution.	0.40	\$	526.00
3/1/23	R S	Assist w/ preparation of materials for March 1 DIP hearing.	1.30		409.50
3/1/23	A A	Assist w/ preparation of materials for DIP hearing (1.3); corr. w/ internal team re: same (.4).	1.70		918.00
3/2/23	MDA	Analysis of lien searches, note purchase and security agreements in respect of convertible notes, applicable uniform commercial code requirements re: perfection check (2.4); draft perfection check charts and summary analysis (4.9).	7.30		9,599.50
3/2/23	O D	Draft perfection chart and lien chart.	2.80		2,422.00
3/3/23	MDA	Correspondence with J. Hardy, O. Deb re: follow up on perfection check analysis, further analysis of lien searches, note purchase and security agreements in respect of convertible notes, applicable uniform commercial code requirements re: same.	0.50		657.50
3/6/23	MDA	Corr. with E. Saunders and O. Deb re: perfection check analysis results.	0.20		263.00
3/7/23	T G	Review/analyze research re Section 506(a) (.4); correspondence w/ Willkie team re convert premium issue (.2).	0.60		1,125.00
3/9/23	T G	Review/analyze convert docs re 200% premium issue.	1.20		2,250.00
3/9/23	M M	Internal corr. re: dilution and conditions to loan (.4); calls w/ internal working group re: same (.2).	0.60		1,125.00
3/13/23	MDA	Correspondence with J. Burbage re: perfection check analysis.	0.40		526.00
3/13/23	T G	Correspondence w/ Willkie team re analysis of covert docs/research issues.	0.40		750.00
3/13/23	E W	Review/analyze DIP orders re investigation	1.00		680.00

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		deadline.		
3/13/23	A S	Corr. w/ J. Burbage re: DIP order w/r/t investigation deadline.	0.10	86.50
3/14/23	MDA	Emails with E. Saunders re: analysis and reconciliation of mechanics liens and perfection check.	0.30	394.50
3/14/23	T G	Review/analyze covert docs re 200% premium issue (.9); review/analyze Ultra decision re same (.8).	1.70	3,187.50
3/15/23	MDA	Corr. with M. Mansfield, J. Hardy, J. Burbage re: analysis of convertible note documents and lien search results and perfection check conclusions (1.1), preparation of supplemental diligence requests for Weil and Company re: same (.7) and call with E. Saunders re: same (0.1).	1.90	2,498.50
3/15/23	JHB	Review/analyze DIP Order for challenge deadline issues.	0.70	920.50
3/15/23	O D	Correspondence with Willkie bankruptcy team re: lien search results.	0.60	519.00
3/16/23	MDA	Willkie team call re: convert note terms, lien investigation and priorities (1.1); call with E. Saunders (.2) and queries to Weil re: same (0.4)	1.70	2,235.50
3/16/23	T G	Review/analyze convert docs re outstanding lien questions (.8); call w/ Willkie team re same (1.1).	1.90	3,562.50
3/16/23	M M	Participate in strategy call with J. Burbage, T. Goren, J. Hardy, M. Arena re: lien perfection review and terms of converts (and research required related thereto).	2.30	4,312.50
3/16/23	O D	Call with internal team re: outstanding lien questions (in part).	0.90	778.50
3/17/23	MDA	Draft lien investigation overview presentation slides for UCC (1.1); corr. with E. Saunders, J. Burbage re: same (.4).	1.50	1,972.50
3/20/23	MDA	Correspondence with Willkie team re: PPM settlements, mechanics liens.	0.20	263.00
3/21/23	MDA	Analysis of Willkie Bankruptcy team comments to lien investigation UCC presentation slide (.1); draft updates for same (.3) and corr. with J. Burbage and E. Saunders re: same (.1).	0.50	657.50
3/22/23	CAD	Correspondence w/ J. Shen (Alix) regarding	1.00	1,380.00

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		Debtors' updated DIP budget (.1) and review/analyze same (.1); discuss DIP order challenge deadlines w/ J. Brandt (.1) and J. Burbage (.1); correspondence w/ A. Gupta (Ducera), Alix team regarding updated DIP budget questions (.1) and review/analyze same (.1); correspondence w/ Ducera, Alix teams regarding Debtors' weekly variance report (.2) and updated DIP budget/dissemination to Committee (.2).		
3/22/23	MDA	Draft updates to presentation to Unsecured Creditor Committee re: lien investigation (0.4); corr. with J. Burbage, B. Miller, T. Goren re: same (0.2), preparation for presentation re: same (1.2).	1.80	2,367.00
3/22/23	T G	Review/analyze updated DIP budget (.6) and correspondence w/ Ducera and Willkie team re same (.3).	0.90	1,687.50
3/22/23	JHB	Corr. with L. Webb (Gray Reed) re: challenge deadline.	0.20	263.00
3/23/23	MDA	Prepare for unsecured creditor committee meeting (0.8); participate and presentation of lien investigation updates at same (0.9).	1.70	2,235.50
3/23/23	T G	Review/analyze convert documents re 200% premium arguments (.8) and correspondence w/ Willkie team re same (.3).	1.10	2,062.50
3/23/23	M M	Review/analyze questions from J. Burbage re: analysis of premium payment under converts (.1); review/analyze language on premium payment contained in both sets of converts (.4).	0.50	937.50
3/24/23	MDA	Call with E. Saunders re: research and analysis of equipment financing lien priority.	0.30	394.50
3/27/23	MDA	Review/analyze mined crypto lien proceeds materials (0.6); comment on proposed corr. to Paul Hastings re: lien investigation (0.2) and corr. with J. Burbage re: same (0.1).	0.90	1,183.50
3/27/23	E W	Review/analyze DIP final order re challenge deadlines.	0.10	68.00
3/28/23	MDA	Analysis of certain lien priorities under equipment financing statements with E. Saunders (.4) and queries with C. Chernuchin re: same (.2).	0.60	789.00
3/28/23	T G	Review/analyze 200% premium issue (.6) and	0.90	1,687.50

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3/30/23	B M	correspondence w/ Willkie team re same (.3). Call with P. Mandarin regarding the DIP budget.	0.40	820.00
Sub-Total			43.10	58,515.50

Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/1/23	CAD	Participate in call w/ Committee's professionals (matters discussed -- strategy for today's hearing on motion to appoint equity committee and replacement DIP motion; KERP motion; agenda for tomorrow's Committee meeting).	0.50	\$ 690.00
3/1/23	J H	Conf. call w/ UCC professionals re: hearing strategy, replacement DIP, KERP (in part).	0.30	487.50
3/1/23	T G	Call w/ Ducera/Willkie team re hearing prep, UCC call topics (.5); review and revise agenda for UCC call (.2); call/correspondence w/ individual creditors re case questions (.4).	1.10	2,062.50
3/1/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting (1.2); call with S. Friedberg regarding the DIP order (.4).	1.60	3,280.00
3/2/23	CAD	Participate in weekly Committee meeting (matters discussed -- recap of yesterday's hearing on equity committee motion and final replacement DIP financing; draft KERP motion; Ducera update).	0.50	690.00
3/2/23	J H	Prepare for (.1) and UCC call re: 3/1 hearing, KERP motion, Ducera update.	0.60	975.00
3/2/23	JHB	Attend Committee Call re: hearing recap, equity holder motion, replacement DIP.	0.50	657.50
3/2/23	T G	Prepare for (.5) and participate on (.5) Committee call re equity hearing; replacement DIP, KERP motion; review/analyze Ducera variance analysis for call (.3); follow-up discussions w/ Willkie team re call topics (.4).	1.70	3,187.50
3/2/23	B M	Meeting of the UCC to discuss replacement DIP and KERP.	0.50	1,025.00
3/2/23	M M	Corr. with Willkie team on issues from UCC call (.3); corr. w/ Willkie team on issues from	1.40	2,625.00

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		advisor call (.5); prepare for (.1) and participate in call with UCC (.5) re: case update, KERP, replacement DIP.		
3/3/23	T G	Call w/ Hain Capital re case update.	0.50	937.50
3/3/23	J B	Draft summary for Committee re hearing on Final DIP order approval and equity committee appointment (1.3) and multiple corr. with internal team re same (.2).	1.50	1,545.00
3/7/23	T G	Correspondence w/ creditor re sale process questions.	0.20	375.00
3/8/23	CAD	Participate in weekly call w/ Committee's professionals (matters discussed -- recap of today's call w/ Debtors' professionals; BlockFi and Celsius status and issues; Gray Reed investigation memo; agenda for tomorrow's Committee meeting).	0.50	690.00
3/8/23	T G	Review/analyze and revise agenda for UCC call (.2) and correspondence w/ UCC members re same (.2).	0.40	750.00
3/8/23	JHB	Coordinate review /sign off of PPM talking points for UCC meeting.	0.20	263.00
3/8/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting (1.3); call with Rogers regarding the equity committee (.3).	1.60	3,280.00
3/9/23	J H	Attend weekly UCC meeting re: upcoming motions, BlockFi/Celsius update.	0.60	975.00
3/9/23	A S	Prepare for (.3) and meeting w/ UCC members and Willkie internal team re: various motions, Blockfi, and operations (.6).	0.90	778.50
3/9/23	CAD	Prepare/review materials for (.2) and participate in (.6) weekly Committee meeting (matters discussed -- upcoming motions; BlockFi and Celsius updates; Ducera update).	0.80	1,104.00
3/9/23	T G	Prepare for (.5) and participate on (.6) Committee call re: upcoming motions, Ducera update, BlockFi/Celsius update.	1.10	2,062.50
3/9/23	E W	Attend UCC meeting re liquidity and upcoming pleadings (.6); correspondence with Willkie team re: liquidation valuation (.2).	0.80	544.00
3/9/23	J B	Participate in meetings with Committee and Committee professionals Block/FI Celsius	0.50	515.00

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3/10/23	CAD	update and pending motions. Correspondence w/ internal working group, Committee members regarding recent motions/entered orders update.	0.20	276.00
3/10/23	T G	Correspondence w/ Willkie team re update to UCC.	0.20	375.00
3/10/23	J B	Review/analyze recent filings and orders (.9) and draft update to Committee members (.6).	1.50	1,545.00
3/14/23	T G	Correspondence w/ J. Brookner (Gray Reed) re call w/ creditor.	0.20	375.00
3/15/23	J H	Weekly update call w/UCC professionals in preparation for UCC update call re: recap of call w/ Debtors, tomorrow's UCC meeting (in part).	0.20	325.00
3/15/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting.	1.20	2,460.00
3/15/23	CAD	Participate in weekly call w/ Committee professionals (matters discussed -- recap of today's call w/ Debtors' professionals; agenda for tomorrow's Committee meeting).	0.30	414.00
3/15/23	E W	Attend UCC professionals meeting re real estate and DIP budget.	0.30	204.00
3/15/23	T G	Call w/ P. Autry (counsel to subcontractor) and J. Brookner (Gray Reed) re case update (.4); review and revise agenda for UCC call (.2); prepare for (.2) and call w/ Ducera re UCC call topics, case update (.3).	1.10	2,062.50
3/15/23	M M	Prepare for (.4) and participate in (.3) call with Willkie and Ducera teams re: strategy and response to Weil/PJT update.	0.70	1,312.50
3/15/23	A S	Corr. w/ UCC professionals re: upcoming UCC meeting, update from Debtors, upcoming hearing, and operations.	0.40	346.00
3/16/23	J H	Attend weekly UCC meeting re: contract rejection, bar date order, Sphere 3D motion.	0.30	487.50
3/16/23	CAD	Prepare for (.3) and participate in (.3) weekly Committee meeting (matters discussed -- Debtors' omnibus contract rejection motion; entry of bar date order; Debtors' anticipated upcoming motions; Sphere 3D Rule 2004 document requests; Ducera update).	0.60	828.00
3/16/23	E W	Attend UCC meeting re upcoming motions and DIP budget (in part).	0.30	204.00
3/16/23	T G	Prepare for (.6) and participate in (.3)	0.90	1,687.50

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		Committee call re sale, business plan, case status.		
3/16/23	A S	Corr. w/ UCC professionals and members re: company operations and upcoming motions (.3); follow up w/ team re: same (.2).	0.50	432.50
3/16/23	JHB	Prepare for (.1) and attend (.3) weekly Committee call re: upcoming motions, business plan, case updates.	0.40	526.00
3/16/23	M M	Prepare for (.4) and participate in (.3) weekly update meeting with UCC, Willkie and Ducera re: upcoming motions, business plan, case updates.	0.70	1,312.50
3/16/23	J B	Participate in meeting with Committee members and all Committee professionals re: upcoming motions, business plan, case updates (.3); follow up w/ Willkie team re: same (.2).	0.50	515.00
3/20/23	CAD	Correspondence w/ J. Brandt, Committee members regarding summary/result of today's hearing on Debtors' PPM settlement motion.	0.10	138.00
3/21/23	JHB	Prepare for weekly call with Committee professionals (.8); corr. w/ internal Willkie team re: agenda for same (.2).	1.00	1,315.00
3/22/23	CAD	Participate in weekly call w/ Committee professionals (matters discussed -- recap/debrief of today's call w/ Debtors' professionals and finalizing agenda for tomorrow's Committee meeting).	0.30	414.00
3/22/23	M M	Participate in weekly strategy call with Willkie team i/c/w upcoming UCC meeting.	0.30	562.50
3/22/23	T G	Review and revise agenda and materials for UCC call.	0.20	375.00
3/22/23	JHB	Coordinate distribution of committee materials with E. Wayne.	0.30	394.50
3/22/23	E W	Attend UCC professionals meeting re DIP budget.	0.30	204.00
3/23/23	J H	Attend weekly UCC update call re: real estate update, upcoming motions, lien investigation.	0.90	1,462.50
3/23/23	CAD	Review materials for (.3) and participate in (.9) weekly Committee meeting (matters discussed - - real estate update; Debtors' planned upcoming motions including exclusivity; lien investigation results; Ducera update; Debtors' motion to quash Sphere 3D's Rule 2004 document	1.40	1,932.00

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		requests); correspondence w/ internal working group, Ducera team regarding materials for today's Committee meeting (.2).		
3/23/23	A S	Prepare for (.1) and corr. w/ UCC and UCC professionals re: real estate, motion to quash, and operations update (.9).	1.00	865.00
3/23/23	JHB	Prepare for (.4) and attend Committee call (.9) re: business update, upcoming motions, real estate update; review Ducera materials in advance of meeting and provide feedback to A. Gupta (Ducera) (.3).	1.60	2,104.00
3/23/23	M M	Participate in meeting with UCC, Ducera and Willkie teams re: business update, upcoming motions, DIP budget (in part).	0.80	1,500.00
3/23/23	M M	Review/analyze DIP budget analysis (.6) and discuss disclosure and comments with J Burbage (.3).	0.90	1,687.50
3/23/23	T G	Prepare for (.3) and participate on (.9) Committee call re real estate and financial update; review Ducera materials for same (.5).	1.70	3,187.50
3/23/23	B M	Attend UCC meeting to discuss business plan update, DIP pending motions.	0.80	1,640.00
3/23/23	J B	Participate in meeting with Committee and Committee advisors re: business update, upcoming motions, DIP budget.	0.90	927.00
3/23/23	E W	Attend UCC meeting re new DIP budget and lien investigation results.	0.90	612.00
3/29/23	CAD	Participate in weekly call w/ Committee professionals (matters discussed -- recap of today's call w/ Debtors' professionals; anticipated unsecured claims pool; Gray Reed update on investigation of potential claims against B. Riley and challenge deadline under final DIP order).	0.50	690.00
3/29/23	M M	Prepare for (.1) and participate in (.5) weekly standing meeting with Debtors' professionals (Weil and PJT) re: business plan update, upcoming motions, liquidity update; participate in follow up call with Ducera and Willkie team (.5).	1.10	2,062.50
3/29/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting.	1.30	2,665.00
3/29/23	A S	Corr. w/ UCC professional re: motion to quash,	0.80	692.00

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		preference analysis, investigation, and upcoming deadlines.		
3/30/23	E W	Attend UCC meeting re real estate and budget updates (.3); correspondence with C. Hemschot (Tenaska) re same (.3).	0.60	408.00
3/30/23	CAD	Prepare for (.2) and attend (.4) weekly Committee meeting (matters discussed -- real estate update; investigation update; Ducera update).	0.60	828.00
3/30/23	A S	Attend weekly UCC re: real estate, DIP, and investigation update (in part).	0.30	259.50
3/30/23	M M	Prepare for (.1) and participate in (.4) meeting with UCC, Ducera and Willkie re: real estate update, motion update, liquidity report.	0.50	937.50
3/30/23	M M	Call conflicts counsel re: possible B. Riley preferences and status.	0.30	562.50
3/30/23	JHB	Prepare for (.1) and attend (.4) Committee meeting re: real estate update, pending motions, other case issues.	0.50	657.50
3/30/23	J H	Attend weekly Creditors Committee update meeting re: real estate update, pending motions (in part).	0.30	487.50
3/30/23	B M	Preparation (.2) and attendance at (.4) the UCC meeting to discuss open case issues; call with S. Lieberman (Pryor Cashman) regarding the Sphere issues (.3).	0.90	1,845.00
3/30/23	T G	Prepare for (.1) and participate on (.4) Committee call re real estate, investigation, liquidity update; review Ducera materials for UCC call (.3).	0.80	1,500.00
3/30/23	J B	Participate in call with Committee professionals re: recap of call w/ Debtors' professionals and near term work items.	0.40	412.00
Sub-Total			51.10	78,515.00

Non-Working Travel (billed at 50%)

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/1/23	J B	Travel from NYC to Houston for in-person hearing (2.2 of 5.5).	2.20	\$	2,266.00

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3/2/23	J B	Travel from Houston to NYC following hearing (3.1 of 6.3).	3.10	3,193.00
Sub-Total			5.30	5,459.00

Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/8/23	T G	Review/analyze Celsius disclosures re potential Core transaction (.3) and correspondence w/ Willkie team re same (.1).	0.40	\$ 750.00
3/10/23	JHB	Prepare for (.3) and call with T. Goren re: plan negotiations presentation (.4); t/c with J. Brandt, A. Scarcella, E. Wayne and C. Damast re: preparing same (.5).	1.20	1,578.00
3/10/23	A S	Corr. w/ internal Willkie team re: plan negotiations presentation.	0.40	346.00
3/13/23	A S	Draft portion of plan negotiations presentation.	0.50	432.50
3/14/23	A S	Draft plan negotiations presentation re: key stakeholder interests.	1.60	1,384.00
3/15/23	E W	Draft plan negotiations presentation re: key stakeholder interests for internal team use.	3.50	2,380.00
3/16/23	JHB	Correspondence with C. Damast re: plan negotiations presentation.	0.10	131.50
3/17/23	J B	Draft plan negotiations presentation re: key stakeholder interests.	2.80	2,884.00
3/18/23	JHB	Review and provide comments to plan negotiations presentation.	2.60	3,419.00
3/19/23	CAD	Various correspondence w/ internal working group regarding preparation of plan negotiations presentation for major stakeholders in the cases (.3) and brief review/analysis of same (.4).	0.70	966.00
3/20/23	A S	Review and revise plan negotiations presentation.	1.50	1,297.50
3/20/23	CAD	Correspondence w/ internal working group regarding updated plan negotiations reference document for key stakeholders.	0.20	276.00
3/20/23	E W	Revise plan negotiations presentation re: key stakeholder interests.	2.00	1,360.00

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3/21/23	CAD	Correspondence w/ internal working group regarding status of plan negotiations presentation and revisions.	0.50	690.00
3/21/23	JHB	Review/analyze Fifth Circuit Ultra Petroleum decision.	0.80	1,052.00
3/22/23	CAD	Correspondence w/ internal working group regarding comments to plan negotiations presentation regarding key stakeholders.	0.20	276.00
3/23/23	CAD	Correspondence w/ internal working group regarding plan negotiations chart for major stakeholders in the cases (.2) and review/analyze same (.2).	0.40	552.00
3/23/23	J B	Draft plan negotiations presentation re: equity committee interests.	1.50	1,545.00
3/24/23	CAD	Correspondence w/ internal working group regarding plan negotiations chart for major stakeholders and comments.	0.20	276.00
3/27/23	J B	Draft and revise plan negotiations presentation re: key creditors and stakeholders in chapter 11 cases.	1.40	1,442.00
3/28/23	A S	Review and revise plan negotiations presentation.	0.20	173.00
3/28/23	CAD	Review and revise plan negotiations outline regarding key stakeholders (2.7); correspondence w/ J. Brandt, internal working group regarding comments and revisions to same (.2).	2.90	4,002.00
3/29/23	CAD	Review and revise current draft of plan negotiations chart of major stakeholders and claims/interests (.2); correspondence (.2) and discussion (.1) w/ A. Scarcella, internal working group regarding same.	0.50	690.00
3/29/23	A S	Review and revise plan negotiations presentation re: convertible note holders (.8); corr. w/ C. Damast re: same (.1).	0.90	778.50
Sub-Total			27.00	28,681.00

Real Estate

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/7/23	J B	Review/analyze recent court opinions re section 506 research issue (1.5) and draft summary re same for internal team (.6).	2.10	\$	2,163.00
3/9/23	JHB	Prepare for (.4) and attend weekly Committee meeting re: upcoming motions, BlockFi/Celsius update (.6).	1.00		1,315.00
3/9/23	T G	Call w/ Weil real estate team re properties to be sold/lien (.9); review/analyze case law re valuation of fixtures (.8) and correspondence w/ Weil re same (.2).	1.90		3,562.50
3/9/23	J B	Meeting w/ Committee professionals and Debtors professionals re real estate asset sale updates.	0.50		515.00
3/9/23	E W	Attend call with Willkie team, R. Berkovich (Weil), and A. Burbridge (Weil) re non-core asset encumbrances.	0.70		476.00
3/13/23	E W	Correspondence with J. Burbage re real estate meeting with Weil.	0.20		136.00
Sub-Total			6.40		8,167.50

Relief from Stay and Adequate Protection

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/1/23	CAD	Review/analyze Toyota motion for relief from stay regarding various forklifts and scissor lifts and proposed order.	0.30	\$	414.00
3/16/23	CAD	Correspondence w/ J. Brandt regarding Toyota's notice of withdrawal of motion for relief from automatic stay (.1) and review/analyze same (.1).	0.20		276.00
3/16/23	E W	Review/analyze Toyota Industries' withdrawal of stay relief motion.	0.20		136.00
Sub-Total			0.70		826.00

Reporting

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/1/23	CAD	Correspondence w/ E. Wayne, Ducera team regarding January monthly operating reports.	0.20	\$	276.00
3/1/23	E W	Review and analyze monthly operating reports.	0.50		340.00
3/3/23	E W	Review/analyze amended monthly operating reports.	0.20		136.00
		Sub-Total	0.90		752.00

Discovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/1/23	CAD	Correspondence w/ N. Reed (Skadden) regarding ad hoc equity group's document production regarding motion to appoint equity committee and ad hoc noteholder group objection.	0.10	\$	138.00
3/2/23	CAD	Correspondence w/ J. Brandt regarding ad hoc equity group's document production regarding ad hoc noteholder group objection to equity committee motion.	0.10		138.00
3/2/23	J B	Review/analyze Ad Hoc Equity Group document production re equity committee motion (0.6) and corr. with J. Burbage re same (0.2).	0.80		824.00
3/13/23	CAD	Correspondence w/ A. Ambeault, internal working group regarding Sphere 3D's notice of request for production of documents by Debtors (.1) and review/analyze same (.2).	0.30		414.00
3/13/23	T G	Review/analyze Sphere 2004 motion.	0.60		1,125.00
3/14/23	CAD	Correspondence w/ internal working group regarding Sphere 3D's document requests to Debtors.	0.20		276.00
3/14/23	JHB	Review/analyze Sphere 2004 document requests (.2) and draft correspondence to Willkie team re: same (.1).	0.30		394.50
3/20/23	T G	Review/analyze motion to quash Sphere 2004 motion.	0.40		750.00

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3/22/23	T G	Review/analyze Debtors' motion to quash Sphere 2004 motion.	0.40	750.00
3/31/23	T G	Review/analyze Debtors' reply re: Sphere motion to quash.	0.30	562.50
Sub-Total			3.50	5,372.00

Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/1/23	CAD	Participate in today's hearing on motion to appoint an official equity committee and replacement DIP financing (final order) (1.8); correspondence w/ J. Brandt regarding same and summary for Committee (.2); correspondence w/ E. Wayne regarding same (.1).	2.10 \$	2,898.00
3/1/23	J H	Prepare for hearing (2.0); attend hearing re: equity committee/replacement DIP (2.1).	4.10	6,662.50
3/1/23	T G	Participate on hearing re equity committee/DIP (2.1); review and revise summary for UCC re same (.2).	2.30	4,312.50
3/1/23	B M	Preparation (2.1) and attendance (2.1) at the hearing on the Final DIP Order and Equity Committee Motion, including review and comment on drafts of the proposed orders.	4.20	8,610.00
3/1/23	JBK	Prepare for (.2) and attend (1.8) hearing on replacement DIP and appointment of equity committee.	2.00	3,750.00
3/1/23	M M	Attend court hearing virtually re: DIP/equity committee (in part).	1.70	3,187.50
3/1/23	J B	Prepare for (1.4) and attend (2.1) hearing on Final DIP Order and motion to appoint equity committee.	3.50	3,605.00
3/1/23	E W	Attend hearing re equity committee motion and Final DIP order.	1.80	1,224.00
3/2/23	CAD	Correspondence w/ J. Brandt regarding summary of yesterday's hearing on equity committee motion (.1) and review/analyze same (.1).	0.20	276.00
3/3/23	J H	Attend virtual hearing continuation re: equity	0.40	650.00

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3/3/23	CAD	committee motion (in part). Participate in continued hearing on ad hoc equity group motion to appoint equity committee (.5); correspondence w/ J. Brandt, internal working group regarding same and summary for Committee (.2).	0.70	966.00
3/3/23	T G	Participate in continued hearing re equity committee motion.	0.50	937.50
3/3/23	B M	Attend continued hearing on the Final DIP and Equity Committee Motion (.5) including negotiation of the relevant orders (2.7).	3.20	6,560.00
3/3/23	M M	Attend continued hearing re: equity committee.	0.50	937.50
3/3/23	M M	Review/analyze proposed order on official equity committee.	0.30	562.50
3/3/23	CAS	Attend equity committee hearing (in part).	0.40	500.00
3/3/23	J B	Participate in equity committee hearing (in part).	0.30	309.00
3/3/23	E W	Attend continued hearing re equity committee appointment motion.	0.40	272.00
3/20/23	E W	Attend hearing re PPM settlement	0.70	476.00
3/20/23	CAD	Attend virtual hearing on Debtors' motion to approve PPM settlement (.8); correspondence w/ J. Brandt, J. Burbage regarding summary of such hearing for Committee (.2) and review/revise same (.2).	1.20	1,656.00
3/20/23	J H	Prepare for (.2) and attend 3/20/23 hearing re: PPM settlement (.8).	1.00	1,625.00
3/20/23	JHB	Attend hearing re: PPM settlement agreement (in part) (.5); coordinate hearing coverage with J. Hardy and T. Goren (.2).	0.70	920.50
3/20/23	T G	Prepare for (.4) and participate in (.8) hearing re PPM settlement.	1.20	2,250.00
3/20/23	J B	Prepare for (.2), attend (.8), and draft summary (.3) of hearing re Debtors' motion to approve Priority Power Settlement.	1.30	1,339.00
Sub-Total			34.70	54,486.50

First and Second Day Motions

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/31/23	CAD	Correspondence w/ R. Aurand (Alix), internal working group regarding reports to Committee pursuant to various first day orders (.1) and review/analyze same (.2).	0.30	\$	414.00
		Sub-Total	0.30		414.00

Claims Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/9/23	JHB	Prepare for (.3) and attend real estate diligence call (.7).	1.00	\$	1,315.00
		Sub-Total	1.00		1,315.00

Lien Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
3/13/23	CAD	Correspondence w/ internal working group regarding lien investigation status, update, and deadline (.2); correspondence w/ M. Arena regarding same and investigation results (.2) and review/analyze same (.3).	0.70	\$	966.00
3/13/23	JHB	Correspondence with M. Arena and J. Hardy re: lien investigation.	0.40		526.00
3/14/23	EWS	Internal correspondence re: lien search review.	0.10		86.50
3/14/23	M M	Corr. w/ C. Chernuchin and team re: status of mined Bitcoin under the Uniform Comm Code.	0.30		562.50
3/15/23	CAD	Correspondence w/ internal working group regarding lien investigation preliminary results and status/next steps.	0.30		414.00
3/15/23	T G	Correspondence w/ team re status of convert lien investigation.	0.20		375.00
3/15/23	JHB	Correspondence with M. Arena and J. Hardy re: lien investigation.	0.20		263.00

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3/16/23	J H	Conf. call w/ internal team re: lien investigation.	1.00	1,625.00
3/16/23	CAD	Correspondence w/ J. Goltser (Weil), internal working group regarding responses to lien investigation inquiries (.2) and review/analyze same (.2).	0.40	552.00
3/16/23	EWS	Correspondence with Willkie team re: lien search review.	1.50	1,297.50
3/16/23	T G	Review/analyze correspondence w/ Debtors re lien investigation status questions.	0.20	375.00
3/16/23	JHB	Internal team call re: next steps on lien investigation.	0.10	131.50
3/16/23	CAD	Correspondence w/ E. Saunders, Weil team regarding lien investigation inquiries/responses.	0.30	414.00
3/17/23	EWS	Correspondence with internal team re: lien searches.	0.70	605.50
3/20/23	J B	Conduct research regarding certain potential postpetition liens on mined crypto currency.	2.40	2,472.00
3/21/23	EWS	Correspondence with internal team re: lien search review.	0.40	346.00
3/21/23	JHB	Provide comments to lien investigation results slide.	0.40	526.00
3/21/23	J B	Conduct research re section 552 related issue and postpetition liens.	0.50	515.00
3/21/23	A S	Review/analyze lien search summary.	0.20	173.00
3/22/23	CAD	Various correspondence w/ E. Saunders, internal working group regarding lien investigation summary (.4) and review/analyze same and comments (.4).	0.80	1,104.00
3/22/23	EWS	Correspondence with Willkie team re: lien search investigation.	1.10	951.50
3/22/23	T G	Review and revise presentation to UCC re summary of lien investigation results.	0.60	1,125.00
3/22/23	J H	Assist w/r/t Lien investigation incl. review of DIP order, review of security agreement, review of UCC-1 results.	0.80	1,300.00
3/22/23	J B	Conduct research re section 552(b) issue and postpetition liens.	2.40	2,472.00
3/22/23	JHB	Incorporate revisions into lien investigation slide (.5); corr. with M. Arena re: Committee call re: same (.2).	0.70	920.50
3/27/23	CAD	Correspondence w/ J. Burbage, Paul Hastings	0.30	414.00

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		team regarding Committee's investigation of Debtors' stipulations under final DIP order (.2); correspondence w/ internal working group regarding same (.1).		
3/27/23	T G	Review and revise correspondence w/ P. Hastings re results of lien investigation.	0.30	562.50
3/27/23	JHB	Draft lien investigation summary and incorporate T. Goren comments re: same (.5); corr. w/ Paul Hastings re: same (.1).	0.60	789.00
3/27/23	J B	Draft, revise, and circulate research re section 552 issue to internal team.	0.60	618.00
3/29/23	CAD	Correspondence w/ internal working group, Paul Hastings team regarding status of Committee's investigation of Debtors' stipulations in final DIP order and need for stipulation as to possessory collateral and deposit accounts.	0.30	414.00
3/29/23	T G	Correspondence w/ Willkie team re lien investigation stipulation.	0.30	562.50
3/29/23	JHB	Communications with J. Lau (Paul Hastings) and T. Goren re: drafting lien challenge stipulation.	0.20	263.00
3/31/23	CAD	Correspondence w/ J. Burbage, internal working group regarding extension of challenge deadline regarding convertible noteholders under final DIP order (.2); review/analyze relevant provision of final DIP order (.1); correspondence w/ J. Burbage, Paul Hastings team regarding same (.2); correspondence w/ J. Burbage, Choate team regarding same (.1); correspondence w/ E. Wayne regarding same and calendar (.1); correspondence w/ J. Burbage, J. Brandt regarding status of stipulation extending same (.3).	1.00	1,380.00
3/31/23	JHB	Corr. with Choate and Paul Hastings re: extension of stipulation deadline.	0.50	657.50
3/31/23	J B	Revise stipulation re results of UCC lien investigation (3.0) and multiple corr. with internal team re same (.4).	3.40	3,502.00
3/31/23	T G	Review and revise draft stipulation re: lien challenge (.4) and correspondence w/ internal team re: same (.2).	0.60	1,125.00

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Sub-Total	24.80	30,386.00
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Other Motions/Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/2/23	CAD	Correspondence w/ J. Madden (Skadden), internal working group regarding draft of modified proposed order appointing equity committee (.2) and review/analyze same (.2); correspondence w/ M. Fink (Weil), internal working group regarding Debtors' proposed global settlement w/ Priority Power Management and proposed expedited motion to approve (.2).	0.60 \$	828.00
3/2/23	T G	Review/analyze updated draft of equity committee appointment order (.3) and correspondence w/ Willkie team re same (.2); correspondence w/ Weil re PPM settlement (.1).	0.60	1,125.00
3/3/23	JHB	Discussion with Weil re: Priority Power Settlement Agreement.	0.50	657.50
3/3/23	CAD	Various correspondence w/ Skadden/Paul Hastings/Weil teams, US Trustee regarding current drafts of proposed order appointing equity committee and finalizing same (.9) and review/analyze same (3x) (.5); correspondence w/ internal working group regarding clearance of same (.2); telephone conference w/ Weil team, internal working group regarding Debtors' contemplated motion to approve global settlement w/ Priority Power and terms of settlement, next steps (.5).	2.10	2,898.00
3/3/23	T G	Review/analyze updated drafts of equity committee appointment order (.4) and correspondence w/ parties re same (.3); call w/ Weil re PPM settlement (.5).	1.20	2,250.00
3/3/23	JHB	Corr. w/ R. Miesler (Skadden) re: form of equity committee appointment motion.	0.20	263.00
3/5/23	E W	Review and analyze key employee retention program motion (.5); review and analyze caselaw re post-petition interest (.7)	1.20	816.00
3/6/23	CAD	Correspondence w/ J. Burbage, Ducera team	0.80	1,104.00

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		regarding Debtors' draft motion to approve PPM settlement (.2); correspondence w/ J. Burbage, E. Wayne regarding same and summary (.2); review/analyze term sheet (.2) and motion (.2) regarding same.		
3/6/23	JHB	Draft update to Ducera team re: PPM settlement motion.	0.60	789.00
3/6/23	T G	Review draft PPM settlement motion.	0.60	1,125.00
3/6/23	J B	Participate in call with PJT, Weil, and Committee advisors re Debtors' draft motion to approve settlement with Priority Power Management.	0.50	515.00
3/7/23	CAD	Review/analyze entered order approving appointment of equity committee.	0.10	138.00
3/7/23	T G	Review/analyze equity committee order (.2); confer w/ P. Mandarino re same (.2).	0.40	750.00
3/8/23	CAD	Correspondence w/ A. Gupta (Ducera), internal working group regarding summary of Debtors' proposed settlement w/ Priority Power Management (.2) and review/analyze same (.1); correspondence w/ J. Brandt, A. Ambeault regarding need for CNO regarding information sharing motion and comments (.2) and review/revise same (.2).	0.70	966.00
3/8/23	JHB	Review/analyze CNO for information sharing motion and provide A. Ambeault with comments.	0.20	263.00
3/8/23	A A	Draft Certificate of No Objection for Info Sharing Motion (.4); corr. w/ internal team re: same (.3).	0.70	378.00
3/9/23	CAD	Conduct legal research regarding Debtors' contemplated motion to extend time to remove civil actions (.3); correspondence w/ internal working group regarding same (.2); correspondence w/ J. Brandt regarding Debtors' proposed settlement w/ Priority Power Management (.2); review/analyze entered bar date order (.1); correspondence w/ internal working group, Committee members regarding same (.2).	1.00	1,380.00
3/9/23	T G	Review/analyze filed PPM settlement motion.	0.60	1,125.00

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3/10/23	CAD	Correspondence w/ internal working group regarding entered bar date order and distribution/reminder for Committee (.2); correspondence w/ E. Wayne regarding Debtors' filed motion to approve settlement w/ Priority Power Management (.1) and review/analyze same (.3); correspondence w/ A. Ambeault, internal working group regarding entered Committee information sharing order (.1).	0.70	966.00
3/10/23	T G	Review/analyze Civil Action motion and recently entered orders.	0.40	750.00
3/10/23	JHB	T/c with Weil team re: rejection damages motion and Committee diligence questions re: same (.4); corr. w/ Willkie team re: same (.2).	0.60	789.00
3/15/23	CAD	Correspondence w/ B. Miller regarding Sphere 3D 2004 motion for document production from Debtors.	0.10	138.00
3/15/23	B M	Call with S. Lieberman (Pryor Cashman) regarding the Sphere 2004 motion (.3); prepare memorandum regarding the Sphere 2004 motion (.3).	0.60	1,230.00
3/16/23	CAD	Telephone conference w/ M. Fink (Weil) regarding update on PPM settlement motion and convertible noteholders' ask for adequate protection (.2); correspondence w/ internal working group regarding same (.4); discuss same w/ T. Goren (.1); correspondence w/ M. Fink (Weil) regarding language for revised proposed PPM settlement order regarding same (.1); review/analyze same (.2); various correspondence w/ internal working group regarding same (.5); correspondence w/ Paul Hastings regarding same (.1); correspondence w/ J. Burbage, M. Fink (Weil) regarding same (.2).	1.80	2,484.00
3/16/23	T G	Review/analyze updated PPM settlement order (.4); correspondence w/ Debtors, Paul Hastings and Willkie team re same (.4).	0.80	1,500.00
3/16/23	J B	Conduct research on issue re Debtors' proposed settlement with Priority Power (1.5) and corr. with internal team re same (.3).	1.80	1,854.00
3/17/23	CAD	Correspondence w/ internal working group	0.50	690.00

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		regarding PPM settlement motion revised proposed order and status of issues/negotiations w/ convertible noteholders.		
3/17/23	JHB	Call with J. Lau (Paul Hastings) re: PPM settlement (.4); summarize call (.3).	0.70	920.50
3/19/23	CAD	Correspondence w/ M. Fink (Weil), internal working group regarding further revised draft of proposed order regarding PPM settlement (2x) (.3); review/analyze same (2x) (.5); correspondence w/ internal working group regarding same and comments/clarifications (.6).	1.40	1,932.00
3/19/23	T G	Review and analyze further updated drafts of PPM settlement order (.4) and correspondence w/ Weil and team re same (.4).	0.80	1,500.00
3/19/23	JHB	Review/analyze PPM settlement order language (.2); correspondence w/ T. Goren re: same (.1); review/analyze additional PPM settlement order language from M. Fink (Weil) (.2); draft response re: Committee's position on new language (.2).	0.70	920.50
3/20/23	CAD	Review/analyze PPM settlement demonstrative filed by Debtors (.2); various correspondence w/ M. Fink (Weil), internal working group regarding drafts of revised proposed order granting PPM settlement motion (.4) and review/analyze same (2x) (.4); correspondence w/ internal working group regarding same (.2); subsequent correspondence w/ J. Burbage, M. Fink (Weil) regarding sign off on same (.2); correspondence w/ J. Brandt, internal working group regarding Bros declaration in support of PPM settlement motion (.1) and review/analyze same (.2); correspondence w/ J. Brandt, internal working group regarding ad hoc noteholder group objection and reservation of rights regarding PPM settlement motion (.1) and review/analyze same (.2).	2.00	2,760.00
3/20/23	A S	Review/analyze Debtors' motion to quash Sphere 2004 document requests.	0.40	346.00
3/20/23	JHB	Review/analyze revisions to PPM order (.1) and correspondence w/ T. Goren re: same (.1); coordinate distributions of pleadings with E.	0.40	526.00

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		Wayne and J. Brandt (.2).		
3/20/23	T G	Review/analyze various updated drafts of PPM settlement order (.4); correspondence w/ Weil and Willkie team re same (.3); review/analyze ad hoc objection to PPM settlement (.4).	1.10	2,062.50
3/20/23	J B	Summarize as filed pleadings re: Debtors' motion to approve priority power settlement.	0.70	721.00
3/21/23	CAD	Correspondence w/ A. Scarcella regarding Debtors' motion to quash Sphere 3D's Rule 2004 motion document requests and summary (.2) and review/analyze same (.2).	0.40	552.00
3/21/23	E W	Review/analyze Debtors' Motion to Quash Sphere 2004 document requests.	0.30	204.00
3/23/23	J B	Analyze notice of appointment of Official Equity Committee (.8) and corr. with internal team re same (.2).	1.00	1,030.00
3/27/23	CAD	Correspondence w/ A. Ambeault regarding Sphere 3D's objection to Debtors' motion to quash requests for document production (.1) and review/analyze same (.2); correspondence w/ E. Wayne regarding summary of same (.1) and review/analyze same (.1).	0.50	690.00
3/27/23	JHB	Review/analyze pleadings re: Sphere motion to quash.	0.30	394.50
3/27/23	E W	Review/analyze Sphere's objection to Debtors' motion to quash.	0.30	204.00
3/29/23	JHB	Correspondence with C. Calabrese re: Sphere motion to quash.	0.20	263.00
3/30/23	CAD	Correspondence w/ B. Miller regarding Debtors' contemplated motion to hire new President (.1) and motion to allow executives to tap into D&O insurance for pending securities lawsuits (.2).	0.30	414.00
3/30/23	E W	Review/analyze Debtors' reply in support of its motion to quash Sphere 2004 document requests.	0.40	272.00
3/31/23	CAD	Correspondence w/ E. Wayne regarding Debtors' reply in support of motion to quash Sphere 3D's Rule 2004 document requests (.1) and review/analyze same (.1).	0.20	276.00
3/31/23	T G	Correspondence w/ Willkie team re upcoming Debtors' motions.	0.20	375.00
Sub-Total			32.20	44,134.50

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Schedules and Statements

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/5/23	E W	Review/analyze amended Schedules and Statements	2.10 \$	1,428.00
3/13/23	CAD	Correspondence w/ internal working group regarding analysis of certain pre-petition payments reflected in Schedules and Statements.	0.20	276.00
Sub-Total			2.30	1,704.00

Willkie Fee Statements and Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/7/23	CAD	Discuss Willkie first monthly fee statement w/ A. Ambeault.	0.20 \$	276.00
3/16/23	A A	Draft Willkie first monthly fee statement.	1.90	1,026.00
3/17/23	CAD	Review and revise draft of Willkie first interim fee statement (1.1); correspondence (.2) and discussion (.2) w/ A. Ambeault regarding same and comments/revisions; correspondence w/ internal working group regarding same and filing (.2).	1.70	2,346.00
3/17/23	T G	Review/analyze Willkie 1st monthly fee statement for filing.	0.60	1,125.00
3/17/23	A A	Revise monthly fee statement per comments from C. Damast (.4); prepare, file and service first monthly fee statement (.6).	1.00	540.00
Sub-Total			5.40	5,313.00

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<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
CHERNUCHIN, CINDY J.	0.30	\$	1,500.00	\$	450.00
GOREN, TODD	47.70		1,875.00		89,437.50
HARDY, JENNIFER	16.50		1,625.00		26,812.50
KORN, JEFFREY B.	2.00		1,875.00		3,750.00
MANSFIELD, MELAINIE	16.20		1,875.00		30,375.00
MILLER, BRETT	30.20		2,050.00		61,910.00
DAMAST, CRAIG A.	68.00		1,380.00		93,840.00
ARENA, MICHAEL D.	20.50		1,315.00		26,957.50
BRANDT, JOSEPH	55.60		1,030.00		57,268.00
BURBAGE, JAMES H.	44.40		1,315.00		58,386.00
DEB, ONIK	4.30		865.00		3,719.50
SAUNDERS, EVAN W.	5.60		865.00		4,844.00
SCARCELLA, ANTHONY	54.60		865.00		47,229.00
SISCO, CIARA ANN	0.40		1,250.00		500.00
WAYNE, ELIZABETH	62.10		680.00		42,228.00
AMBEAULT, ALISON	6.70		540.00		3,618.00
SASSO, ROHAN	3.60		315.00		1,134.00

Professional Fees \$ 552,459.00

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Local Meals	\$ 195.54
Other Out of Town Travel	119.46
Lodging	237.51
Airfare/Train	516.79
Data Acquisition	<u>8,761.21</u>

Disbursements and Other Charges 9,830.51

Total this Invoice \$ 562,289.51

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22311027
Client/Matter No. 132233.00001
April 28, 2023

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 37th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED

through March 31, 2023 as set forth in the
attached detail

Asset Analysis and Recovery	\$	13,546.50
Assumption and Rejection of Leases and Contracts	\$	14,258.50
Avoidance Action Analysis	\$	750.00
Business Operations	\$	9,484.50
Case Administration	\$	89,563.00
Claims Administration and Objections	\$	89,176.00

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PAYMENT MAY BE MADE BY WIRE OR ACH
CITIBANK, N.A.
ABA NUMBER: [REDACTED]
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: [REDACTED]
INTERNATIONAL SWIFT NUMBER: [REDACTED]
REFERENCE: 132233 00001

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REMITTANCE ADVICE

Employee Benefits and Pensions	\$	3,567.00
Employment and Fee Applications	\$	8,072.50
Financing and Cash Collateral	\$	58,515.50
Meetings and Communications with Creditors	\$	78,515.00
Non-Working Travel (billed at 50%)	\$	5,459.00
Plan and Disclosure Statement	\$	28,681.00
Real Estate	\$	8,167.50
Relief from Stay and Adequate Protection	\$	826.00
Reporting	\$	752.00
Discovery	\$	5,372.00
Hearings	\$	54,486.50
First and Second Day Motions	\$	414.00
Claims Investigation	\$	1,315.00
Lien Investigation	\$	30,386.00
Other Motions/Applications	\$	44,134.50

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CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

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787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Schedules and Statements	\$	1,704.00
Willkie Fee Statements and Applications	\$	5,313.00
Disbursements and Other Charges	\$	9,830.51
Total this Invoice	\$	<u>562,289.51</u>

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CITIBANK, N A

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

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